FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

TrustMark Auto Group Inc. (the “Company”)
Suite 804 – 750 West Pender Street
Vancouver BC V6C 2T7

Item 2: Date of Material Change

May 25, 2011

Item 3: News Release

A news release was issued and disseminated on May 26, 2011 through Market News and Stockwatch and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the resignation of Rodney J. Hamilton as CFO, President and Secretary of the Company and the resignation of Gary P. Mooney as a director of the Company. The Company thanks Messrs. Hamilton and Mooney for their respective roles in management of the Company. The Company is pleased to announce the appointment of John Morita as the new CFO, President, Secretary and a director of the Company effective immediately.

The Company also announces that it plans to proceed with a consolidation of its common shares on the basis of one new post-consolidated share for 10 currently outstanding common shares, as approved by the shareholders of the Company at its annual general and special meeting held on January 5, 2011.

The Company also plans to change its name to TrustMark Capital Inc. upon completion of the share consolidation, as approved by the shareholders at the annual meeting.

Item 5: Full Description of Material Change

Please see the news release attached as Schedule “A” hereto, for a full description of the material change.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

John Morita, CFO at (604) 682-2928

Item 9: Date of Report

May 26, 2011

Schedule "A"

TRUSTMARK AUTO GROUP INC.

DOING BUSINESS AS

TRUSTMARK CAPITAL

SUITE 804—750 WEST PENDER STREET
VANCOUVER, BC V6C 2T7
TEL. (604) 682-2928

NEWS RELEASE

TRUSTMARK CAPITAL ANNOUNCES NEW CFO,
PROPOSED SHARE CONSOLIDATION AND NAME CHANGE

May 26, 2011 **Symbol: TAF**

TrustMark Capital (the "Company") announces the resignation of Rodney J. Hamilton as CFO, President and Secretary of the Company and the resignation of Gary P. Mooney as a director of the Company. The Company thanks Messrs. Hamilton and Mooney for their respective roles in management of the Company. The Company is pleased to announce the appointment of John Morita as the new CFO, President, Secretary and a director of the Company effective immediately.

Mr. Morita has been a professional accountant for over 38 years and is a member of the Certified General Accountants Association of B.C. For the past 22 years, Mr. Morita has been a management consultant, advising on income tax issues, personal financial matters and has held a variety of senior positions as a Director, V.P. of Finance, CFO and Corporate Secretary with various public companies listed on the TSX Venture Exchange and CNSX.

The Company also announces that it plans to proceed with a consolidation of its common shares on the basis of one new post-consolidated share for 10 currently outstanding common shares, as approved by the shareholders of the Company at its annual general and special meeting held on January 5, 2011.

There are currently 15,570,297 common shares issued and outstanding. The consolidation will reduce the number of common shares outstanding to approximately 1,557,030 common shares. The board of directors believes that a reduced number of shares will have numerous benefits, including facilitating corporate finance transactions. At this time, the Company does not have any commitments with respect to any prospective transaction. The share consolidation is subject to the acceptance of the CNSX.

The Company also plans to change its name to TrustMark Capital Inc. upon completion of the share consolidation, as approved by the shareholders at the annual meeting.

TRUSTMARK AUTO GROUP, INC.

David Sharpless,
Chairman and CEO

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