

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 Name and Address of Company:

Spot Coffee (Canada) Ltd. (the "Corporation" or "Spot Coffee Ltd.")
110 – 141 Adelaide Street West
Toronto, Ontario M5H 3L5

ITEM 2 Date of Material Change:

July 17, 2009.

ITEM 3 News Release:

A news release was distributed via Marketwire on July 20, 2009.

ITEM 4 Summary of Material Change:

The Corporation is pleased to announce that it has closed its previously announced Qualifying Transaction with Spot Coffee (Canada) Inc. In accordance with the approvals of the Corporation's shareholders at its annual and special meeting on May 21, 2009, the Corporation has changed its name from "Award Capital Corp." to "Spot Coffee (Canada) Ltd." In addition, the following individuals have been appointed as directors and officers of the Corporation: John Lorenzo (President, Chief Executive Officer and a Director); Alex Gress (Senior Vice-President and a Director); Hassan Dahlawi (Director); David Carbonaro (Director); Dr. Edward Gress (Director); Pierre Gagnon (Director); Richard Gress (Vice-President of Global Operations and CEO of US Operations); Colleen Hobson (Chief Financial Officer); and Paul Bolger (Corporate Secretary).

ITEM 5 Full Description of Material Change:

Please see attached press release.

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

Not Applicable.

ITEM 7 Omitted Information:

Not Applicable.

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Alex Gress
Senior Vice President & Director
Phone: (416) 368-4027
Fax: (416) 368-5506

ITEM 9 Date of Report:

DATED as of July 22, 2009.

The foregoing accurately discloses the material change referred to in this report.

SPOT COFFEE (CANADA) LTD.

Toronto, Ontario, Canada

July 20, 2009

TSX-V Symbol: AWD.P (to become SPP)

NEWS RELEASE

SPOT COFFEE ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION

SPOT COFFEE (CANADA) LTD. (the "Corporation") (formerly, "Award Capital Corp."), is pleased to announce that it has closed its previously announced Qualifying Transaction with Spot Coffee (Canada) Inc. In accordance with the approvals of the Corporation's shareholders at its annual and special meeting on May 21, 2009, the Corporation has changed its name as noted above. In addition, the following individuals have been appointed as directors and officers of the Corporation: John Lorenzo (President, Chief Executive Officer and a Director); Alex Gress (Senior Vice-President and a Director); Hassan Dahlawi (Director); David Carbonaro (Director); Dr. Edward Gress (Director); Pierre Gagnon (Director); Richard Gress (Vice-President of Global Operations and CEO of US Operations); Colleen Hobson (Chief Financial Officer); and Paul Bolger (Corporate Secretary). The TSX Venture Exchange (the "Exchange") has previously granted conditional approval to the listing of the common shares of the Corporation resulting from the Qualifying Transaction (the "Spot Coffee Shares"), subject to receipt of final submission documents, which have now been delivered to the Exchange. Pending satisfactory review of such final materials by the Exchange, it is expected that the Corporation will be listed on the Exchange as a Tier 2 issuer and that trading of the Spot Coffee Shares under the new symbol, "SPP" will commence on or about July 23, 2009.

In connection with this closing, the Corporation has issued an aggregate of 42,836,232 Spot Coffee Shares to former holders of common shares and convertible debentures of Spot Coffee (Canada) Inc. and has issued an aggregate of 3,847,500 options to acquire Spot Coffee Shares (270,000 of which are exercisable at a price of \$0.10 for a period of two years and 3,577,500 of which are exercisable at a price of \$0.1333 on or before March 30, 2013) to former holders of options to acquire common shares of Spot Coffee (Canada) Inc. Included in the foregoing figures are Spot Coffee Shares issued to subscribers under Spot Coffee (Canada) Inc.'s previously announced private placement, pursuant to which an aggregate of 2,150,222 common shares of Spot Coffee (Canada) Inc. (12,901,332 Spot Coffee Shares) were issued prior to completion of the Qualifying Transaction at a price of \$1.20 per (equivalent to \$0.20 per Spot Coffee Share) for aggregate gross proceeds of \$2,580.266. It should be noted that the exchange ratio employed for the purposes of calculating the number of Spot Coffee Shares issuable to former holders of Spot Coffee (Canada) Inc. securities is six (6) Spot Coffee Shares for each one (1) common share of Spot Coffee (Canada) Inc.

Prior to completing the Qualifying Transaction, there were a total of 2,586,500 common shares, 258,650 options to acquire common shares and 133,785 agent's options issued and outstanding. As a result of the completion of the Qualifying Transaction, the outstanding capital of the Corporation consists of the following: 45,422,732 Spot Coffee Shares, 4,106,150 options to acquire Spot Coffee Shares, and 133,785 agent's options. An aggregate of 22,298,603 of the foregoing Spot Coffee Shares will be subject to a value security escrow agreement, whereby a 36-month escrow period will apply, with ten percent (10%) being releasable on receipt of final Exchange approval and a further fifteen percent (15%) being releasable on each of the six-month, twelve-month, eighteen-month, twenty-four month, thirty-month and thirty-six-month anniversaries of such approval. The foregoing escrow agreement is in addition to the escrowed securities that were deposited under a CPC escrow agreement at the time of completion of the Corporation's initial public offering. A further 1,100,000 Spot Coffee Shares are held under that

agreement, with ten percent (10%) being releasable on receipt of final Exchange approval and a further fifteen percent (15%) being releasable on each of the six-month, twelve-month, eighteen-month, twenty-four month, thirty-month and thirty-six-month anniversaries of such approval.

For further details regarding the Qualifying Transaction, including detailed profiles of the individuals that have been appointed officers and directors of the Corporation, readers are encouraged to make reference to the Filing Statement of the Corporation that was filed on May 21, 2009 and is available under the Corporation's profile at www.sedar.com.

Forward Looking Statements

Except for statements of historical fact relating to the Corporation, certain information contained herein constitutes forward-looking statements. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Except as required by applicable securities requirements, the Corporation undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.

FOR FURTHER INFORMATION, PLEASE CONTACT:

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Senior Vice President & Director
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Email: agress@spotcoffee.com

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of the release.