FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company**

SUKARI VENTURES CORP.
204 – 700 West Pender Street
Vancouver, BC
V6C 1G8

Item 2 **Date of Material Change**

December 12, 2008

Item 3 **News Release**

The news release dated December 12, 2008 was issued in Vancouver, BC, and disseminated through Canada Stockwatch, Market News Publishing and various other approved public media.

Item 4 **Summary of Material Change**

The Company announced that it has entered into a letter of intent dated effective November 17, 2008 (the "LOI") with Pacific Rim Marble Ltd., of Vancouver, British Columbia, ("Pacific Rim") to acquire (the "Acquisition") a 100% right, title and interest in and to three (3) limestone mineral tenures located in British Columbia (the "Claims"). The Acquisition is intended to be the Company's Qualifying Transaction under the TSX Venture Exchange's policies (the "Exchange"). A finder's fee in shares of the Company may be payable with respect to the Acquisition.

In order to satisfy the financing condition of the LOI, the Company intends to undertake, subject to the acceptance of the Exchange, an equity private placement totaling a maximum of $600,000. These funds will be raised by the Company issuing up to 6,000,000 units at a price of $0.10 per unit. Each unit will be comprised of one common share and one-half of one share purchase warrant, of which one whole warrant will entitle the holder to acquire one additional common share of the Company for a period of one year at a price of $0.15, provided however that in the event the closing price of the Company's common shares on the Exchange is at least $0.50 per share for 20 consecutive trading days, the Company may, by notice to the holder (supplemented by a news release of general dissemination) reduce the remaining exercise period applicable to the warrants to not less than 30 calendar days from the date of such notice. Finder's fees may be paid on a portion of the private placement, subject to Exchange policies.

See Item 5 below for more complete details regarding the Acquisition and related transactions, including change of name to "*Quadra Limestone Corp.*".

Item 5 **Full Description of Material Change**

5.1 Full Description of Material Change

The Company announced that it has entered into a letter of intent dated effective November 17, 2008 (the “LOI”) with Pacific Rim Marble Ltd., of Vancouver, British Columbia, (“Pacific Rim”) to acquire (the “Acquisition”) a 100% right, title and interest in and to three (3) limestone mineral tenures located in British Columbia (the “Claims”). The Acquisition is intended to be the Company’s Qualifying Transaction under the Exchange’s policies. A finder's fee in shares of the Company may be payable with respect to the Acquisition.

The Acquisition

Under the terms of the LOI, the Company will acquire from Pacific Rim a 100% interest in the Claims in consideration of the Company issuing to Pacific Rim 16,000,000 of its common shares (the “Payment Shares”) at a deemed price of $0.085 per share. In addition, Pacific Rim has granted the Company the right of first refusal to acquire all of the mineral tenures, being a further 6 mineral tenures, within a radius of 5 kilometers from the outer boundary of the Claims that are currently owned by Pacific Rim. Some or all of the Payment Shares will be subject to escrow restrictions in accordance with Exchange policies.

Pacific Rim will retain a 2.5% net smelter return royalty (“NSR”) on all metallic products produced from the Claims. The Company has the right by payment of $1,000,000 in cash to Pacific Rim at any time in the first two years from the commencement of commercial production of metallic products from the Claims to buy-down the NSR by 1%, reducing it to 1.5% thereafter.

A finder's fee in shares of the Company may be payable with respect to the Acquisition.

Following mutual satisfactory completion of due diligence, the parties will enter into a mineral property acquisition agreement, substantially incorporating the terms proposed by the LOI.

Graham Parkinson, P. Geo. of Klohn Crippen Berger Ltd., has been retained by Pacific Rim to prepare an independent Technical Report on the Claims in compliance with National Instrument 43-101.

Pacific Rim is a private British Columbia company whose controlling shareholder is Hugh Maddin of Vancouver, British Columbia. Pacific Rim is arm’s length to the Company.

Completion of the Acquisition is subject to the following conditions precedent:

- the completion of due diligence, to the satisfaction of the Company with respect to the Claims, which due diligence must be completed no later than January 9 2009;

- the completion of due diligence, to the satisfaction of Pacific Rim with respect to the Company, which due diligence must be completed no later than January 9, 2009;

- the execution and delivery of formal transaction documentation acceptable to the Company and Pacific Rim;

- if necessary, the passing of resolutions of the shareholders of the Company approving the transactions contemplated hereby and any resulting change of control;

- receipt of written notice from the Exchange on or before March 31, 2009 that the Exchange has accepted for filing all material amounting to the Company's Qualifying Transaction;

- the Company raising, prior to the closing of the Acquisition, a minimum of \$400,000 and a maximum of \$600,000; and

- the tendering of resignations of all of the Company's current directors and officers, except for Iqbal Boga as a director and Barry Hartley as Chief Financial Officer; and the appointment of Pacific Rim's replacement representatives to the Company's Board of Directors.

There can be no assurance that the Acquisition will be completed as proposed or at all.

Description of the Claims

The Claims cover an area of 1,339.2 hectares located on the shores of Bonanza Lake on Northern Vancouver Island. Access to the Claims is by Provincial Highway 19 and paved road to Beaver Cove and from there by Fletcher Challenge main road. Total distance from Port McNeil is approximately 45 km.

An early stage reconnaissance site visit was conducted across the Claims on September 26, 2008. During the site visit, extensive crystalline limestone was observed across the West Stone claims. Limestone was observed in the road cuts and sampled along the west side of Bonanza Lake for over 5 km on the West Stone claim and West Stone 3 claim. A number of quarries have been developed for forestry roadbed materials. The quarry pits offer excellent exposures of the limestone.

Government maps for the area show approximately 300 hectares (3 km^2) of the Quatsino limestone formation mapped on the West Stone claim and approximately 200 hectares (2 km^2) on the West Stone 3 claim. At this date no drilling or analytical testing has been conducted at the West Stone claims, however, previous drilling on the Quatsino limestone deposits of the adjacent Leo D'Or property situated across the lake indicated that the limestone thickness there ranges between 300m and 30m. The area is underlain by Triassic and Jurassic age volcanic flows, with later intrusions of granodiorite.

The limestone is upper Triassic in age and is classified as part of the Vancouver sedimentary group, known as the Quatsino formation. This limestone is similar in character to the limestone found in the quarries of Blubber Bay, Texada Island which are also located in Quatsino limestones. The limestone at Bonanza Lake varies from pure white at lower elevations, to light to dark grey at upper locations. The high calcium Quatsino limestones at Bonanza Lake show little signs of dolomitic (magnesium) contamination. Limestones with high calcium content have the largest range of industrial applications.

In some areas intrusives have penetrated the limestone and locally altered the limestone to marble. Intrusives are present 1 km to the west of the West Stone claims and on the Stone 1 claim. The intrusives present on the Stone 1 claim have resulted in alteration of the adjacent limestone to marble in the area of the Leo D'Or marble quarry. There is potential for additional marble deposits in the westernmost sections of the West Stone claims due to the adjacent intrusive.

Proposed Work Program

Pacific Rim is in the course of conducting a 10,000 ton bulk sample on the Claims and a work program will be designed once the results of the bulk sample have been assayed.

Private Placement

In order to satisfy the financing condition of the Acquisition, the Company intends to undertake, subject to the acceptance of the Exchange, an equity private placement totaling a maximum of $600,000. These funds will be raised by the Company issuing up to 6,000,000 units at a price of $0.10 per unit. Each unit will be comprised of one common share and one-half of one share purchase warrant, of which one whole warrant will entitle the holder to acquire one additional common share of the Company for a period of one year at a price of $0.15, provided however that in the event the closing price of the Company's common shares on the Exchange is at least $0.50 per share for 20 consecutive trading days, the Company may, by notice to the holder (supplemented by a news release of general dissemination) reduce the remaining exercise period applicable to the warrants to not less than 30 calendar days from the date of such notice.

Finder's fees may be paid on a portion of the private placement, subject to Exchange policies.
The net proceeds raised by way of this private placement will be used to carry out the planned work program on the Claims and for general working capital purposes.

Change of Name

To reflect the Company's new business, the Company is proposing to change its name from Sukari Ventures Corp. to *Quadra Limestone Corp.*, or such other name as may be approved by the Exchange and the B.C. Registrar of Companies.

Change in Board

It is proposed that Iqbal Boga will remain as a director of the Company upon completion of the Acquisition and Hugh Maddin and Del Ferguson will be appointed to the Company's Board of Directors following the resignations of Steve Smith, Barry Hartley and Zachery Dingsdale.

The following provides information regarding each member of the Company's proposed board of directors and new executives:

Hugh Maddin (*Age: 60) *- Proposed CEO, President and Director

Mr. Maddin is a self-employed businessman and has been involved in the stone industry in British Columbia for over 40 years principally through his wholly-owned companies Quadra Aggregates Inc. and Quadra Stone Inc. He is currently President of Cambrian Capital Corp., a private venture capital company. Mr. Maddin holds Bachelor of Commerce and Bachelor of Law degrees from the University of British Columbia. He has served as a director and/or officer of a number of Exchange-listed companies including Mineral Hills Industries Ltd., Nass Valley Gateway Ltd., Randsburg International Gold Corp. and Consolidated Global Cable Systems Inc.

Delbert Ferguson (**Age: 54) *****- Proposed Director***

Mr. Ferguson is a self-employed geological consultant carrying on business through his wholly-owned company, Aztec Geoscience Inc., since April 1996. He holds a Bachelor of Science (Honours) in Geology from the University of Western Ontario and is recognized as a Professional Geologist (P.Geo.) in British Columbia.

Iqbal Boga, C.A. (Age: 59) – Director

Mr. Boga is a Chartered Accountant and has been a director of the Company since August 2007. He is currently the Chief Financial Officer, Corporate Secretary and a director of CZM Capital Corp. Mr. Boga has also been a director and Chief Financial Officer of Mosquito Consolidated Gold Mines Limited since April 2006, and prior to that, acted as that company's auditor for several years. Mr. Boga was a sole practitioner with I. J. Boga, Chartered Accountant, from 1993 to August 2007. He has acted as a director, Chief Financial Officer and Corporate Secretary for various Exchange-listed companies. Mr. Boga was an officer and director of three capital pool companies, Camflo Resources Inc., Ona Energy Inc. and 8 Crown Capital Inc., all of which have completed Qualifying Transactions. Mr. Boga holds a Bachelor of Science (Hons) in Chemistry from the University of London, England and a Bachelor of Commerce (Hons) from the University of Windsor, Canada.

Barry Hartley, C.A. (Age: 40) – Chief Financial Officer& Secretary

Mr. Hartley has been the Chief Financial Officer, Corporate Secretary and a director of the Company since August 2007. Mr. Hartley obtained his Chartered Accountant designation in 1992 while at the international accounting firm of PriceWaterhouseCoopers in Johannesburg, South Africa and has been a Chartered Accountant in British Columbia registered under the Institute of Chartered Accountants of British Columbia since January 2006. He has been with Dale Matheson Carr Hilton LaBonte LLP, Chartered Accountants, since April 2005 and has been a partner since January 2007. Prior to joining Dale Matheson Carr Hilton LaBonte LLP, Mr. Hartley was a manager at Ernst & Young in Vancouver and Johannesburg, South Africa, from March 2001 to March 2005 specializing in mining sector audits.

Sponsor

The Company intends to seek Exchange waiver to the requirement for sponsorship. Should the Company be required to engage a sponsor, an agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion.

In accordance with the Exchange Policies, the Company's shares are currently halted from trading. Trading will resume upon completion of the Qualifying Transaction. It is expected that, at such time, the Company will be listed as a Tier 2 resource issuer.

Cautionary Statements

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required approvals are obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction.

Graham Parkinson, P.Geo., is the qualified person on behalf of the Company responsible for the technical matters pertaining to the Claims as set out in this news release.

5.2 Disclosure for Restructuring Transactions

N/A.

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

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

Steve Smith (CEO, President and Director)
Tel (604) 642-0115
Fax (604) 642-0116

Item 9 Date of Report

December 15, 2008