FORM 51-102F3
NATIONAL INSTRUMENT 51-102

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

Rattlesnake Ventures Inc.
10463 Guelph Line, RR #1
Campbellville, Ontario
L0P 1B0

Item 2. Date of Material Change

A material change took place on July 19, 2010.

Item 3. News Release

On July 19, 2010, a news release in respect of the material change was released by telecopier through the facilities of Marketwire.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) or (3) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Scott White, President and CEO, 416-704-6611

Item 9. Date of Report

July 19, 2010

Schedule “A”

NEWS RELEASE
For Immediate Release
July 19, 2010
Toronto, Ontario

RATTLESNAKE VENTURES INC.

- **RATTLESNAKE EXTENDS LETTER OF INTENT WITH VECTURE INC.**

Not for distribution in the United States or through United States wire services.

FOR IMMEDIATE RELEASE

All amounts in Canadian Dollars

Toronto, Ontario – July 19, 2010, Rattlesnake Ventures Inc. ("**Rattlesnake**") (TSX-V: RVI.P), a capital pool company listed on the TSX Venture Exchange (the "**Exchange**"), is pleased to announce that it has extended, for a third time, its letter of intent dated April 27, 2010 with Vecture Inc. ("**Vecture**").

Pursuant to the terms of an amending agreement, the terms of the Letter of Intent have been amended to replace the references to July 19, 2010 in sections 1 and 13 with references to July 23, 2010.

The parties are working on the finalization of various definitive agreements along with requisite due diligence reviews. All other terms and conditions of the Letter of Intent remain the same.

READER ADVISORY

Investors are cautioned that, except as disclosed in the information circular or filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed 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.

All information contained in this news release with respect to Rattlesnake and Vecture was supplied by Rattlesnake and Vecture, respectively, for inclusion herein, and Rattlesnake and its directors and officers have relied on Vecture for any information concerning them.

Statements in this press release may contain forward-looking information including, operating costs, administrative costs, acquisitions and dispositions, capital spending, access to credit facilities, income taxes, regulatory changes, and other components of cash flow and earnings. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expects" and similar expressions. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Rattlesnake. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release, and Rattlesnake does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by securities law.

THIS PRESS RELEASE, REQUIRED BY APPLICABLE CANADIAN LAWS, IS NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES, AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SELL ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES. THESE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED OR EXEMPT THEREFROM.

Completion of the Proposed 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 Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

For further information:
Rattlesnake Ventures Inc.
Scott White, President and Chief Executive Officer
Telephone: (416) 704-6611
Facsimile: (905) 337-2395

David Callander, Chief Financial Officer
Telephone: (416) 459-1649
Facsimile: (905) 337-2395

Vecture Inc.
Angelo Catenaro, President
Telephone: (905) 761-0331 ext. 232

THE TSX VENTURE EXCHANGE HAS IN NO WAY PASSED UPON THE MERITS OF THE PROPOSED TRANSACTION AND HAS NEITHER APPROVED OR DISAPPROVED THE CONTENTS OF THIS PRESS RELEASE.

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