

Form 51-102F3
Material Change Report

1. Name and Address of Company

ACTIVE GROWTH CAPITAL INC.
Suite 1000, 1177 West Hastings St.
Vancouver, British Columbia V6E 2K3

(the "Company" or "Active Growth")

2. Date of Material Change

December 31, 2010

3. Notice

Notice was issued on December 31, 2010 and filed on SEDAR.

4. Summary of Material Change

The Company has changed its Auditor from Deloitte & Touche LLP of Toronto, ON to Smythe Ratcliffe LLP of Vancouver, BC effective as of December 22, 2010.

5. Full Description of Material Change

NOTICE OF CHANGE OF AUDITOR PURSUANT TO NATIONAL INSTRUMENT 51-102, entitled "CONTINUOUS DISCLOSURE OBLIGATIONS" (the "National Instrument").

Active Growth Capital Inc. (the "Company") reports that Deloitte & Touche LLP, Chartered Accountants (the "Former Auditor"), of 1700 – 5140 Yonge Street, Toronto, ON. M2N 6L7, has resigned as the Company's auditor effective as of December 22, 2010 (the "Resignation"). The Resignation is due to a decision on the part of the Board of Directors of the Company to appoint Smythe Ratcliffe LLP, Chartered Accountants (the "Successor Auditor"), of 700-355 Burrard Street, Vancouver, B.C. V6C 2G8, as the Company's auditor in the place and stead of the Former Auditor until the close of the next Annual General Meeting of the Company.

There were no reservations in the Former Auditor's reports in connection with:

- (a) The audits of the two most recently completed fiscal years; and
- (b) Any period subsequent to the most recently completed period for which an audit report was issued and preceding the date of expiry of the Former Auditor's term of office.

There are no reportable events including disagreements, unresolved issues and consultations, as defined in the National Instrument, between the Company and the Former Auditor or the Successor Auditor.

The Resignation and the recommendation to appoint the Successor Auditor was approved by the audit committee and the Board of Directors of the Company.

Dated at Vancouver, B.C. as of the 31st day of December, 2010.

On behalf of the Board of
Active Growth Capital Inc.

“Bedo H. Kalpakian”

Bedo H. Kalpakian,
Director

Neither the 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 this notice.

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

Not Applicable

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Jake H. Kalpakian, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 681-1519 ext. 6105.

9. Date of Report

This report is dated the 4th day of January, 2011.