

This is the form of material change report required under section 85(1) of the *Securities Act* and section 151 of the *Securities Rules*.

FORM 53-901F
(Previously From 27)

**MATERIAL CHANGE REPORT UNDER
SECTION 85(1) OF THE SECURITIES ACT (BRITISH COLUMBIA)**

This form is intended as a guideline. A letter or other document may be used if the substantive requirements of this are complied with.

Every report required to be filed under section 85(1) of the *Securities Act* (the "Act") shall be sent to the British Columbia Securities Commission (the "Commission") in an envelope addressed to the Commission and marked "Continuous Disclosure".

WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS "CONFIDENTIAL - SECTION 85", AND EVERYTHING THAT IS REQUIRED TO BE FILED SHALL BE PLACED IN AN ENVELOPE ADDRESSED TO THE SECRETARY OF THE COMMISSION MARKED "CONFIDENTIAL".

1 Reporting Issuer

World Famous Pizza Company Ltd.
2489 Bellevue Avenue
West Vancouver, British Columbia V7V 1E1

Telephone (604) 922-2030

("World Famous Pizza" or the "Company")

2 Date of Material Change

October 5, 2009

3 Press Release

Issued in West Vancouver, B.C. on October 5, 2009 under Section 85 (1) of the Act and disseminated through the facilities of Market News and Stockwatch.

4 Summary of Material Change

Nick-N-Willy's Franchise Company LLC appoints key executives

5 Full Description of Material Change

The Company announces the recent appointment of the following key members to the executive team of the Company's franchise subsidiary, Nick-N-Willy's Franchise Company LLC ("NNW") in preparation for expansion of its Nick-N-Willy's Pizza® franchise business and to support its corporate store expansion and ongoing operations.

Sead Hamzagic, CGA, Chief Financial Officer

Sead has over 22 years of public practice accounting and financial management experience. Sead is the Chief Financial Officer for NNW and will greatly assist in long-range planning, risk management and corporate strategic development for Nick-N-Willy's franchise and corporate store expansion.

Jason Brice, Franchise Development Manager

Jason brings a wealth of experience in new business development and franchising to our team. As a young entrepreneur, he started an event production company and persevered from a small start up business to the height of its success over a seven year period. Jason also has many successful years as a franchise development consultant at 1-800-GOT-JUNK? in North America and Australia.

Michelle Alexander, Manager of New Store Openings & Corporate Brand Manager

Michelle is responsible for grand opening marketing of corporate and franchise stores. She will also play a key role in contributing to the overall marketing efforts and brand consistency. Michelle joins Nick-N-Willy's after 8 years with Best Buy in the role of Brand Specialist. In that role she helped facilitate new store openings and was an integral part of the marketing team.

Tanis Sullivan, Pure marketing Group, Media & Public Relations Manager

Tanis brings more than a decade of public relations expertise to the Nick-N-Willy's team. She is a key consultant and player when it comes to leveraging the profile of the Nick-N-Willy's brand and supporting new and existing franchised and corporate locations. Additionally, Tanis will be overseeing all public relations functions for Work Famous Pizza. Tanis brings extensive experience to our team in the public relations arena. Tanis contributed to the rapid success of numerous restaurants and food retailers while working at Cossette, one of North America's top advertising & PR agencies.

Fong Jiu, CGA, Corporate Accounting and Finance Manager

Fong will be overseeing all of the day-to-day accounting functions, including overseeing all financial requirements for the company's corporate stores. Fong has 15 years experience in financial forecasting, accounting and planning.

Mike Klajnert, IT Manager

Mike oversees all aspects of our IT needs and manages our Point of Sales maintenance for the franchise systems. He provides technical support and POS training to all franchise owners and store managers. Mike has over 15 years in computer programming and trouble shooting.

About World Famous Pizza Company Ltd.:

The Company recently acquired Nick-N-Willy's Franchise Company, LLC ("NNW") in June 2009. NNW operates in the segment of the restaurant market referred to as "fast casual", which is a hybrid of the fast-food and traditional sit-down family restaurant experiences. The franchise model developed for NNW focuses on offering a new, fresh alternative to the fast casual industry using pizza. NNW offers its consumers freshly prepared high quality gourmet pizzas in less than 10 minutes. Consumers have the option of enjoying NNW products fully baked for both onsite and offsite premises, or to take a freshly prepared product home to bake in their own home ovens at their convenience.

The NNW pizza concept started in Boulder, Colorado in 1988, remained as a local company offering freshly prepared gourmet pizzas for a number of years, and has increased to 40 restaurants operating in 14 states, including Arizona, California, Colorado, Iowa, Idaho, Illinois, Kansas, Minnesota, Oregon, South Dakota, Texas, Utah, Washington and Wisconsin.

For further information, contact Mr. Clive Shallow, investor communications, at 604-922-2030 or visit the Company's website at www.wfpizzaco.com (website currently under construction).

6 Reliance on Section 85(2) of the Act

Not applicable

7 Omitted Information

No information has been intentionally omitted from this form.

8 Senior Officers

Chris Moradian, President & CEO
Sead Hamzagic, Chief Financial Officer

Further information may be obtained from Bruce E. Morley, director of the Company,
2489 Bellevue Avenue, West Vancouver, British Columbia, V7V 1E1, (604) 922-2030

9 Statement of Senior Officer

The foregoing accurately discloses the material change referred to herein.

DATED at West Vancouver, British Columbia, this 5th day of October, 2009.

WORLD FAMOUS PIZZA COMPANY LTD.

"Chris Moradian"

Signature

President & CEO
(Official capacity - please print)

Chris Moradian
*(Please print here name of individual whose signature appears
above, if different from name of vendor or agent printed above)*

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ACT (**BRITISH COLUMBIA**)