

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

JBZ Capital Inc.
17 Victoria Road,
Nanaimo, B.C. V9R 4N9

Item 2: Date of Material Change

February 23, 2010

Item 3: News Release

N/A

Item 4: Summary of Material Change

JBZ Capital Inc. announces termination of acquisition of Direct Sensing Assets and change in Board of Directors.

Item 5: Full Description of Material Change

See description in Item 4.

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

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

Contact: Brent Lokash, Director
Telephone: 604.862.5190

Item 9: Date of Report

February 23, 2010