FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Reporting Issuer:**

Pounder Venture Capital Corp.
Suite 220/225, 131 Bloor Street West
Toronto, Ontario, M5S 1R8

2. **Date of Material Change:**

December 16, 2009.

3. **News Release**

A news release of Pounder Venture Capital Corp., reporting the material change was issued on December 16, 2009 through the services of Filing Services Canada, a copy of which is attached hereto as Appendix A.

4. **Summary of Material Change:**

Pounder Venture Capital Corp. ("Pounder"), a capital pool company, is pleased to announce that it has received conditional listing approval for its common shares from the TSX Venture Exchange (the "Exchange") and on December 16, 2009 closed its initial public offering of 1,000,000 common shares at $0.20 per share for aggregate gross proceeds of $200,000 through Richardson GMP Limited, which acted as agent for Pounder. Pounder expects that trading will commence shortly under the symbol "PDR.P"

5. **Full Description of Material Change:**

Pounder Venture Capital Corp. ("Pounder"), a capital pool company, is pleased to announce that it has received conditional listing approval for its common shares from the TSX Venture Exchange (the "Exchange") and on December 16, 2009 closed its initial public offering of 1,000,000 common shares at $0.20 per share for aggregate gross proceeds of $200,000 through Richardson GMP Limited, which acted as agent for Pounder. Pounder expects that trading will commence shortly under the symbol "PDR.P".

Upon closing of the offering, Pounder granted 227,000 incentive stock options to its directors and officers which are exercisable within five years from the date of grant at an exercise price of $0.20 per share. In addition, Pounder granted an aggregate of 100,000 options to Richardson GMP Limited and certain of its officers and employees, which are exercisable 24 months from the date of listing of the common shares of Pounder on the Exchange at an exercise price of $0.20 per share. As a result of the closing of its initial public offering, Pounder now has 2,270,000 common shares issued and outstanding (1,270,000 of which are subject to escrow restrictions).

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

Not applicable.

7. **Omitted Information:**

Not applicable.

8. **Senior Officer:**

For further information, contact Tom Patterson, Chief Executive Officer of Pounder at:

Telephone: (416) 891-6500
Facsimile: (905) 472-0139

9. **Date of Report**

December 16, 2009.

APPENDIX “A”

POUNDER VENTURE CAPITAL CORP.

NOT FOR DISSEMINATION IN THE UNITED STATES OR THROUGH U.S. NEWS WIRES

Toronto, Ontario DECEMBER 16, 2009

Pounder Venture Capital Corp. (“Pounder”), a capital pool company, is pleased to announce that it has received conditional listing approval for its common shares from the TSX Venture Exchange (the “Exchange”) and on December 16, 2009 closed its initial public offering of 1,000,000 common shares at $0.20 per share for aggregate gross proceeds of $200,000 through Richardson GMP Limited, which acted as agent for Pounder. Pounder expects that trading will commence shortly under the symbol "PDR.P".

Upon closing of the offering, Pounder granted 227,000 incentive stock options to its directors and officers which are exercisable within five years from the date of grant at an exercise price of $0.20 per share. In addition, Pounder granted an aggregate of 100,000 options to Richardson GMP Limited and certain of its officers and employees, which are exercisable 24 months from the date of listing of the common shares of Pounder on the Exchange at an exercise price of $0.20 per share. As a result of the closing of its initial public offering, Pounder now has 2,270,000 common shares issued and outstanding (1,270,000 of which are subject to escrow restrictions).

Pounder would like to thank Richardson GMP Limited for the role that it played in the distribution of the initial public offering of Pounder.

The only business of Pounder is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction." The funds raised under the offering are to be used to pursue its Qualifying Transaction.

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.

This press release contains statements about Pounder’s expectations regarding the completion of the application for listing and the commencement of trading on the Exchange that are forward-looking in nature and, as a result, are subject to certain risks and uncertainties, such as final listing approval from the Exchange. Although Pounder believes that the expectations reflected in these forward-looking statements are reasonable as Pounder assumes it will be able to fulfill the terms of the conditional listing approval granted by the Exchange, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include failure to fulfill conditions of listing and inability to obtain required regulatory approvals. The forward-looking statements contained in this press release are made as of the date hereof, and Pounder undertakes no obligation to update publicly or revise any forward-looking statements or information, except as required by law.

For further information, contact Tom Patterson, Chief Executive Officer of Pounder at:

Telephone: (416) 891-6500

Facsimile: (905) 472-0139

NEITHER 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 RELEASE.