

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

Pounder Venture Capital Corp. (the "Corporation")
Box 342, Markham, ON, L3P 3J8

2. **Date of Material Change**

Effective December 3, 2012

3. **News Release**

A press release was disseminated on December 24, 2012 via Filing Services Canada.

4. **Summary of Material Change**

The Corporation terminated the previously announced business combination with Zurix Corporation Limited.

5. **Full Description of Material Change**

5.1 Full Description of Material Change

The Corporation terminated the previously announced business combination with Zurix Corporation Limited.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

6. **Reliance on Section 7.1(2) of National Instrument 51-102**

Not Applicable.

7. **Omitted Information**

Not Applicable.

8. **Executive Officer**

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Tom Patterson, Chief Executive Officer
(416) 891-6500

9. **Date of Report**

December 24, 2012