FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Kensington Court Ventures Inc.
Suite 1320, 885 West Georgia Street
Vancouver, British Columbia V6C 3E8

Item 2: Date of Material Change

December 23, 2010

Item 3: News Release

The news release was disseminated on December 23, 2010 through Marketwire.

Item 4: Summary of Material Change

Kensington Court Ventures Inc. (the "Company") announced that it has completed its initial public offering.

Item 5: Full Description of Material Change

The Company is pleased to announce that it has completed its initial public offering.

The Company issued an aggregate of 3,000,000 common shares of the Company to purchasers in British Columbia and Alberta at a purchase price of $0.10 per share for gross proceeds to the Company of $300,000. Canaccord Genuity Corp. acted as agent in respect of the offering and received a cash commission of $30,000, an administration fee as well as a non-transferable warrant to acquire an aggregate of up to 300,000 common shares for a period of two years from the date of the listing of the common shares of the Company on the TSX Venture Exchange at an exercise price of $0.10 per share.

The Company is a capital pool company ("CPC") within the meaning of the policies of the TSX Venture Exchange. The Company has not commenced operations and has no assets other than cash. The Company will use the net proceeds of the offering to identify and evaluate potential Qualifying Transactions pursuant to the policies of the TSX Venture Exchange.

The Company's common shares commenced trading on the TSX Venture Exchange at the opening of the market on December 24, 2010 under the trading symbol "KCT.P".

The directors of the Company are Greg Andrews, Larry Timlick, Gord Alteman and Larry Van Hatten. Greg Andrews is also the Chief Executive Officer and President and Larry Timlick is also the Chief Financial Officer and Corporate Secretary of the Company.

Item 6: Reliance on subsection 71(2) of National Instrument 51-102

N/A.

Item 7: Omitted Information

N/A.

Item 8: Executive Officer

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Greg Andrews
Telephone: (604) 682-7312

Item 9: Date of Report

December 29, 2010