

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

First Global Data Limited (formerly Rockstar Capital Corp.)
357 Bay Street, Suite 800
Toronto, ON M5H 2T7

Item 2 Date of Material Change

November 29, 2012.

Item 3 News Release

The press release was disseminated via Marketwire news service on November 29, 2012.

Item 4 Summary of Material Change

First Global Data Limited (the "Corporation") (formerly Rockstar Capital Corp.) has announced that it has received final TSX Venture Exchange approval and therefore has completed its acquisition of First Global Data Corp. ("First Global") originally announced by press releases dated November 1, 2011 and April 17 and November 9, 2012 (the "Acquisition"). The Corporation's common shares will commence trading through the facilities of the TSX Venture Exchange on the opening of the market on Friday November 30, 2012 under the symbol "FGD".

In connection with the Acquisition, First Global completed a brokered private placement financing (the "Brokered Financing") raising aggregate gross proceeds of \$1,785,250. In addition to the Brokered Financing, First Global completed a non-brokered private placement financing (the "Non-Brokered Financing" and collectively with the Brokered Financing, the "Financing") raising aggregate gross proceeds of \$5,800,000. Through the Financing, First Global raised aggregate gross proceeds of \$7,585,250. The details of the Brokered and Non-Brokered Financings are more fully described below.

Upon completion of the Financings and the Acquisition, the Corporation now has the following securities issued and outstanding, as more fully detailed below:

Shares issued and outstanding:	82,930,742
Warrants issued and outstanding:	15,504,918
Options issued and outstanding:	759,166

Fully Diluted:	99,194,826
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For full disclosure regarding the Acquisition and the businesses of First Global, please refer to the Corporation's filing statement (the "Filing Statement") dated November 7, 2012, a copy of which can be accessed through the Corporation's profile on SEDAR (www.sedar.com).

Item 5 Full Description of Material Change

See Schedule A attached.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential.

Item 8 Executive Officer

The following officer may be contacted for further information:

Andre Itwaru, President
Phone: 416.504.3813
Facsimile: 416.504.7092
e-mail: aitwaru@firstglobaldata.com

Item 9 Date of Report

November 29, 2012.

Schedule A

TSX VENTURE : FGD
November 29, 2012 10:49 ET

FIRST GLOBAL DATA LIMITED

(formerly Rockstar Capital Corp.)

FIRST GLOBAL DATA LIMITED ANNOUNCES RECEIPT OF TSX VENTURE FINAL APPROVAL FOR ITS ACQUISITION OF FIRST GLOBAL DATA CORP.

November 29, 2012

TSX Venture Exchange:

FGD

Toronto, Ontario – First Global Data Limited (the “Corporation”) (formerly Rockstar Capital Corp.) is pleased to announce that it has received final TSX Venture Exchange approval and therefore has completed its acquisition of First Global Data Corp. (“First Global”) originally announced by press releases dated November 1, 2011 and April 17 and November 9, 2012 (the “Acquisition”). The Corporation's common shares will commence trading through the facilities of the TSX Venture Exchange on the opening of the market on Friday November 30, 2012 under the symbol "FGD".

In connection with the Acquisition, First Global completed a brokered private placement financing (the “Brokered Financing”) raising aggregate gross proceeds of \$1,785,250. In addition to the Brokered Financing, First Global completed a non-brokered private placement financing (the “Non-Brokered Financing” and collectively with the Brokered Financing, the “Financing”) raising aggregate gross proceeds of \$5,800,000. Through the Financing, First Global raised aggregate gross proceeds of \$7,585,250. The details of the Brokered and Non-Brokered Financings are more fully described below.

Upon completion of the Financings and the Acquisition, the Corporation now has the following securities issued and outstanding, as more fully detailed below:

Shares issued and outstanding:	82,930,742
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For full disclosure regarding the Acquisition and the businesses of First Global, please refer to the Corporation's filing statement (the “Filing Statement”) dated November 7, 2012, a copy of which can be accessed through the Corporation's profile on SEDAR (www.sedar.com).

The Acquisition

Pursuant to the terms of an amalgamation agreement dated April 4, 2012, as amended on November 1 and November 7, 2012 (collectively, the “Amalgamation Agreement”), the Corporation, its wholly owned subsidiary, Rockstar Acquisition Corp. (“Subco”) and First Global completed a three-cornered amalgamation whereby First Global and Subco amalgamated (“Amalco”) and the shareholders of First Global received securities of the Corporation in exchange for their shares in the capital of Amalco. Amalco, which will carry on the business of First Global, is a wholly owned subsidiary of the Corporation.

In addition to the acquisition of all of the issued and outstanding securities of Amalco, the Corporation issued an aggregate of 1,770,000 replacement warrants in exchange for the warrants currently issued and outstanding in the capital of First Global at the time of the Acquisition.

Subsequent to the amalgamation, First Global completed the following transactions:

- (i) issued an aggregate of 4,740,757 common shares and 3,001,378 warrants pursuant to the conversion of the debentures. The warrants entitle the holder thereof to acquire one common share at exercise prices of \$0.50, \$0.60 and \$0.75 per share at any time until November 21, 2014;
- (ii) issued an aggregate of 3,884,327 common shares pursuant to a debt conversion agreement; and
- (iii) issued an aggregate of 16,285,030 common shares pursuant to the conversion of the Class B shares.

All of the above common shares and warrants were exchanged for common shares and warrants in the capital of the Corporation.

In accordance with the policies of the TSX Venture Exchange, a total of 36,726,302 common shares are subject to Tier 2 value escrow agreement (the “Escrow Agreement”). The Escrow Agreement provides for staged releases over a period of three (3) years.

As further disclosed in the Filing Statement, in conjunction with the closing of the Acquisition, the following individuals have been appointed as the directors and officers of Corporation:

Name	Position(s)
Andre Itwaru	President, Chief Executive Officer and Director
Manny Battencourt	Chief Financial Officer and Director
Nayeem Alli	Chief Strategy Officer and Director
Mahendra Naik	Director
Dr. Naresh Singh	Director

In connection with the Acquisition, First Global has agreed to pay a merger and acquisition fee of \$44,000 to White Capital Corporation, an arm's length party to the Corporation and First Global. In addition to the fee, White Capital Corporation was granted 193,000 finder options. Each finder option entitles the holder thereof to acquire a unit of the Corporation at a price of \$0.37 per unit until November 21, 2014. Each unit has the same characteristics as the units issued pursuant to the Brokered and Non-Brokered Financing.

The Financing

Concurrently with the closing of the Acquisition, Corporation completed the following financings:

I. Brokered Financing

Pursuant to an agency agreement dated November 21, 2012 ("Agency Agreement") with Canaccord Genuity Corp. ("Canaccord"), First Global raised aggregate gross proceeds of \$1,785,250 through the issuance of an aggregate of 4,825,000 units at a price of \$0.37 per unit ("Unit"). Each Unit is comprised of one (1) common share and one-half ($\frac{1}{2}$) of one common share purchase warrant (the "Warrant"). Each whole Warrant, which expires on November 21, 2014, entitles the holder thereof to acquire one common share at a price of \$0.75 per common share.

Pursuant to the terms of the Agency Agreement, Canaccord was paid an 8% cash commission. In addition to the cash commission, Canaccord received an aggregate of 386,000 broker warrants ("Broker Warrants"). Each Broker Warrant entitles the holder thereof to acquire one unit (the "Broker Unit") at a price of \$0.37 per Broker Unit until November 21, 2014. Each Broker Unit shall have the same terms as the Units issued pursuant to the Brokered Financing. Canaccord also received a 2% cash commission with respect to the Non-Brokered Financing and was also paid a corporate finance fee in connection with the Brokered Financing.

II. Non-Brokered Financing

In addition, First Global raised aggregate gross proceeds of \$5,800,000 through the issuance of an aggregate of 15,675,675 units at a price of \$0.37 per unit ("Unit"). Each Unit is comprised of one (1) common share and one-half ($\frac{1}{2}$) of one common share purchase warrant (the "Warrant"). Each whole Warrant, which expires on November 21, 2014, entitles the holder thereof to acquire one common share at a price of \$0.75 per common share.

Working Capital and Use of Proceeds

The working capital of the Corporation as at June 30, 2012, after giving effect to the closing of the Financings, the debt and debenture conversions of First Global and deducting the expenses associated with the Acquisition, is \$5,393,339. The following table sets out the proposed principal uses for these funds:

Expenditure	Amount
Payment of Debt	\$1,365,000
General Working Capital	\$3,182,000
Unallocated Working Capital	\$846,339
Total:	\$5,393,339

About First Global

First Global is a private Ontario company whose core focus is the delivery of International Money Remittances, Mobile Payments, and Mobile Financial Services Technology. First Global's current business is consumer-to-consumer money transfer services, which are provided under its Remitx™ brand. This service enables persons to send money from one country to a beneficiary in another country securely and in compliance with regulatory guidelines. The service also enables persons to send money to a beneficiary domestically within the same country.

First Global's customers are the senders of money. First Global's primary customers are expatriates and migrant workers in Canada and the United States who send money to their countries of origin, which money transfers are known as remittances. Other customers of First Global include individuals without traditional banking relationships, traditional bank customers in need of emergency money transfer services and tourists without local bank accounts.

First Global currently accepts funds only from customers in Canada and the United States, which funds are accepted at storefronts (in the form of cash or via point of sale devices (POS)) and online via electronic funds transfer and chequing services. Through its electronic transaction infrastructure, First Global is currently able to dispense such funds to approximately 49 countries worldwide via its third party agent and partner network.

First Global's technology platform allows it to deliver monies to the destination point quickly and in full compliance with legislative and regulatory guidelines.

First Global contact:

Andre Itwaru, President.

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Facsimile: 416.504.7092

Email: aitwaru@firstglobaldata.com

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.

This press release contains forward-looking statements based on assumptions, uncertainties and management's best estimates of future events. Actual results may differ materially from those currently anticipated. Investors are cautioned that such forward-looking statements involve risks and uncertainties. Important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements are detailed from time to time in the Corporation's periodic reports filed with the Ontario Securities Commission and other regulatory authorities. The Corporation has no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.