

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

Item 1: Name and Address of Issuer

Newlook Industries Corp.
144 Front Street West
Suite 700
Toronto, Ontario
M5J 2L7
Tel : (416) 477-5656

Item 2: Date of Material Change

July 3, 2008

Item 3: Date of News Release

This news release was issued on July 3, 2008 through Canada Stockwatch, Market News Publishing Inc., Marketwire and other dissemination services.

Item 4: Summary of Material Change:

The Company has appointed Jason R. Moretto as President and Chief Operating Officer, and has named Roland P. Austrup and Adam W. Sykes to its Board of Directors. Allen Cowie resigned as a director of the Company.

The material change is also summarized in a news release dated July 3, 2008.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See news release dated July 3, 2008.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6: Reliance on Section 7.1 of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7: Omitted Information

There is no omitted information

Item 8: Executive Officer

Jason Moretto, President
Newlook Industries Corp..
(416) 477-5656 ext. 302

Item 9: Date of Report

September 4, 2008