

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

Item 1 Name and Address of Company

ZoomerMedia Limited (formerly Fifty-Plus.Net International Inc.)
550 Queen Street East, Suite 105
Toronto ON M5A 1V2

Item 2 Date of Material Change

November 28, 2008

Item 3 News Release

The press release attached as Schedule A was released over Marketwire on November 28, 2008.

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Gordon A. Poland
Chief Financial Officer
ZoomerMedia Limited
Tel: (416) 607-7732

Item 9 Date of Report

November 28, 2008

SCHEDULE A

FOR IMMEDIATE RELEASE

ZoomerMedia Limited (formerly Fifty-Plus.Net International Inc.) Announces First Quarter Financial Results

Toronto, Ont. November 28, 2008 – ZoomerMedia Limited (formerly Fifty-Plus.Net International Inc.) (TSXV: ZUM) today announced the financial results for the first quarter ended September 30, 2008.

On December 28, 2007, Olympus Management Limited (“OML”), a private Ontario corporation, acquired control of Fifty-Plus.Net International Inc. (“FPN”) through a reverse take-over (“RTO”).

As a result of the RTO, the former shareholders of Kemur Publishing Co. Ltd. (“Kemur”) (i.e. OML) acquired control of FPN. Under the purchase method of accounting Kemur has been identified as the acquirer, and, accordingly, the entity is considered to be a continuation of Kemur with the net assets of FPN at the date of the RTO deemed to have been acquired by Kemur. Since the RTO is accounted for as a reverse take-over, the income statement figures up until the date of the RTO (i.e. December 28, 2007) are solely those of Kemur. As the RTO was completed on December 28, 2007, the results of FPN for the period from the date of the RTO’s closing (i.e. December 28, 2007) to December 31, 2007 are not material and have not been included in the statement of income. The income statement for the year ended June 30, 2008 includes the operations of Kemur for the six months ended December 31, 2007 and the consolidated operations of Kemur and FPN for the six months ended June 30, 2008. The comparative figures for last year are solely those of Kemur. On June 10, 2008, Kemur was continued as a Federal corporation and changed its name to ZoomerMedia Limited. On July 1, 2008, FPN and its wholly owned subsidiaries Fifty-Plus.Net Inc and ZoomerMedia Limited amalgamated and will carry on business under the name ZoomerMedia Limited.

For the quarter ended September 30, 2008, the Company had revenue of \$2,539,172 and expenses of \$3,214,022 with a net loss after tax of \$674,850. These results are in line with the Company’s business plan for 2009 as it invests in the development of ZOOMER magazine and accompanying Zoomer-branded websites, to ensure that the Company maximizes its share of the growing media expenditures anticipated in 2009 and beyond aimed at the aging baby boomer cohort. For the comparable quarter ended September 30, 2007, the Company had revenue of \$1,296,090 and expenses of \$1,224,381 with a net income after tax of \$71,709.

Magazine advertising revenue for the quarter was \$1,067,698 versus \$868,237 for the comparable quarter last year. This increase of \$199,461 (23.0%) is a result of increased advertising pages sold in the re-launched version of Zoomer magazine. Subscription revenue for the quarter was \$300,026 versus \$395,124 for the comparable quarter last year. This decline of \$98,098 (24.1%) is attributable to the decline in our subscriber base. An increase in sundry

revenue of \$32,415 for the quarter was attributable to a combination of increased interest revenue, prompt payment discounts and volume rebates from suppliers. Website revenue of \$354,882 and royalty revenue of \$751,422 was earned in the quarter. Comparative figures for these two revenue categories for the comparable quarter last year are not contained in these consolidated financial statements as the comparative figures are those of Kemur Publishing Co. Ltd. ("Kemur").

Administration expenses were \$230,683 versus \$157,948 for the comparable quarter last year, an increase of \$72,735 (46.0%) due to the inclusion of the administration costs pertaining to the website that are not included in the comparative figures for the comparable quarter last year as the comparative figures are those of Kemur.

Total Amortization expenses were \$283,763 versus \$7,703 for the comparable quarter last year due to the inclusion of the amortization of \$253,675 pertaining to the CARP Royalty Rights and the Intangible Assets that are not included in the comparative figures for the comparable quarter last year as the comparative figures are those of Kemur.

Circulation expenses were \$140,494 versus \$64,880 for the comparable quarter last year, an increase of \$75,614 (116.5%) due to significant circulation expenses incurred in newsstand and other promotion of the relaunch of Zoomer magazine while no such expenditure was incurred in the comparable quarter last year.

Editorial expenses \$594,970 versus \$216,497 for the comparable quarter last year, an increase of \$378,473 (174.8%) due to additional personnel hires for the re-launch of the magazine as well as increased expenditures for freelance writers and photographers in the premiere issue of the re-launched magazine.

Production expenses were \$813,182 versus \$540,504 for the comparable quarter last year, an increase of \$272,678 (50.4%) as a result of printing and distributing a significantly larger re-launch issue of Zoomer magazine including 50,000 newsstand copies.

Royalties paid were \$372,781 versus \$42,991 for the comparable quarter last year. The increase is due to the obligations assumed on the acquisition of the CARP Royalty Rights as described above.

Sales expenses were \$576,404 versus \$144,252 for the comparable quarter last year, an increase of \$432,152 (299.6%). This variance is attributable to the inclusion of sales costs of \$381,975 for website sales and CARP marketing initiatives that are not included in the comparative figures for the comparable quarter last year as the comparative figures are those of Kemur.

Professional fees were \$54,637 versus \$7,500 for the comparable quarter last year, an increase of \$47,137 (628.5%). This variance is attributable to the inclusion of legal and audit fees for the public company that are not included in the comparative figures for the comparable quarter last year as the comparative figures are those of Kemur.

During the quarter, directors' fees of \$8,000, management fees of \$185,218, stock-based compensation expense of \$110,000 and website expenses of \$134,485 were incurred. Comparative figures for these expense categories for the comparable quarter last year are not contained in these consolidated financial statements as the comparative figures are those of Kemur. Strong advertising demand and the need to enhance the look and functionality of the

Company's main web properties, 50Plus.com and CARP.ca, have incurred additional expenditures in this very important area. New features such as improved search capability and new article presentation have increased page views by an average of 60% in the past 12 months.

As at September 30, 2008, the Company had cash and short term deposits on hand of \$1,107,851 (June 30, 2008 - \$2,233,536) and working capital (excluding the current portion of deferred revenue) of \$2,675,174 (June 30, 2008 - \$2,887,318).

About ZoomeMedia Limited

ZoomerMedia Limited (ZUM) publishes ZOOMER magazine, the largest paid circulation magazine in Canada for the mature market. Published nine times a year, ZOOMER magazine has a paid circulation of approximately 190,000 and places a further 50,000 copies on newsstands.

ZUM also derives royalty revenues through the provision of exclusive marketing and membership services to CARP, A New Vision of Aging for Canada.

ZUM is also Canada's leading provider of online content targeting the 45+ age group. Altogether, the portfolio of web sites and electronic newsletters delivers over 2 million pages views per month. The key property is www.50plus.com, delivering a wide range of information, entertainment, community (forums, dating, blogs) and commerce together with four electronic newsletters (health, money, travel, lifestyle), each of which has over 120,000 opt-in subscribers.

ZUM also produces and manages www.carp.ca, the online home of CARP. With 350,000 members, CARP is Canada's largest association for the 45+. In addition, ZUM has recently launched www.nomorewaiting.info, a web site focusing on CARP's advocacy campaign, "No More Waiting," which aims to influence governments to improve health care performance. ZUM also produces CARP Action Online, an electronic newsletter for CARP members.

Cautionary note on forward-looking statements

The TSX Venture Exchange does not accept responsibility for the adequacy or accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. Certain statements made in this report are 'forward-looking statements' which may include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain

the words 'believe', 'anticipate', 'expect', 'estimate', 'project', 'will be', 'will continue', 'will likely result' or similar words or phrases. Forward-looking statements involve risks and uncertainties, which may cause actual results to differ materially from the forward-looking statements. The risks and uncertainties are detailed from time to time in filings by ZoomerMedia Limited with provincial securities commissions. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Such risks, uncertainties and other factors include, but are not limited to, the following:

- the risks inherent in the operation of Internet media properties generally;
- the limited cash flow and the Corporation's dependency on a few large customers;
- the competition in the Internet and media industry for the baby boom generation's business;
- the risks associated with governmental regulation of internet businesses;
- the risk of future legal claims made by or against the Corporation;
- the risk of managing the current revenue growth rate;
- the dependence of the business on the continuing operation of its computer systems; and
- the dependence on key personnel.

Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

For more information, contact:

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