Form 27

THE SECURITIES ACT

MATERIAL CHANGE REPORT UNDER SECTION 74(2)

ITEM 1. **Reporting Issuer:**

SAMOTH CAPITAL CORPORATION ("SCF")
Suite 2910
700 West Georgia Street
Vancouver, B. C. V7Y 1B6

ITEM 2. **Date of Material Change:**

ITEM 3. **Press Release:**

Press Release issued on March 24, 1998 through Canada News Wire Services. A copy of the press release is attached hereto.

ITEM 4. **Summary of Material Change:**

Issuer bid to purchase up to 420,000 common shares of the Corporation in the period March 26 , 1998 to March 25,1999.

ITEM 5. See attached Notice of Intention to make a Normal Course Issuer Bid dated March 24, 1998 filed with The Toronto Stock Exchange.

ITEMS 6 & 7. Not applicable.

ITEM 8. **Senior Officer**:

Eugene A. Kaulius, C. A., President - (604) 688-0810 Vancouver or
(602) 874-0706 Phoenix, Arizona

ITEM 9. **Statement of Senior Officer:**

The foregoing accurately discloses the material changes referred to herein.

DATED at Phoenix, Arizona, this 23rd day of March, 1998.

"E. Kaulius"

EUGENE A. KAULIUS
President

NEWS RELEASE

FOR IMMEDIATE RELEASE
Listed TSE; Symbol SCF
March 24, 1998

S.E.C. # 82 2931
SEDAR Profile No. 1115

SAMOTH CAPITAL ANNOUNCES STOCK REPURCHASE PROGRAM

Vancouver, BC, and Scottsdale, AZ, March 24, 1998 -- Samoth Capital Corporation, a hotel investment and real estate mezzanine lending company, today announced its intention, subject to regulatory approval, to make an Issuer Bid to acquire up to 420,000 common shares, representing approximately 2% of its issued common shares through the facilities of The Toronto Stock Exchange. Purchases under the Issuer Bid may commence on March 26, 1998 and will end no later than March 25, 1999. Currently, the Company has 21,113,304 common shares issued and outstanding.

"The Board believes that the Company's stock is an excellent investment, particularly at recent trading levels," said Peter H. Thomas, Chairman. "This initiative demonstrates our confidence in Samoth's growth strategies, including an aggressive acquisition program, and our ongoing commitment to enhancing shareholder value." Any shares repurchased will be cancelled.

Samoth Capital Corporation is a Canadian and U.S.-based real estate company traded on the Toronto Stock Exchange. Samoth is focused on investing in hotels, master-planned communities and multi-family projects. The Company owns 28 hotels with 4,453 rooms and maintains a portfolio of real estate investments throughout the Western United States including Arizona, Nevada and Texas. More company information is available at http://www.samoth.com.

For investor information on Samoth via facsimile at no cost, simply call 1-732-544-2850 and dial client code SCF.

NOTICE OF INTENTION
TO MAKE A
NORMAL COURSE ISSUER BID

Item 1. **Name of Issuer:**

SAMOTH CAPITAL CORPORATION ("SCF")
Suite 2910
700 West Georgia Street
Vancouver, B. C. V7Y1B6

Item 2. **Shares Sought:**

Up to 420,000 common shares, being approximately 2% of the current issued capital of 21,113,304 shares.

Item 3. **Duration:**

Commencing March 26, 1998 and ending March 25, 1999.

Item 4. **Method of Acquisition:**

Purchases will be effected through the facilities of The Toronto Stock Exchange. Purchase and payment for shares will be made by the Issuer in accordance with the by-laws and rules of The Toronto Stock Exchange. The price the Issuer will pay for any shares acquired by it will be the market price of the shares at the time of purchase. Purchases will not be made by any other means than open market transactions during the period the normal course issuer bid is outstanding.

Item 5. **Consideration Offered:**

Purchases will be made at the market price at the time of acquisition.

Item 6. **Reasons for the Normal Course Issuer Bid:**

Shares purchased under this bid are considered to be a good investment..

Item 7. **Valuation:** After reasonable enquiry, there was no valuation within the preceding two years.

Item 8. **Previous Purchases:** Nil

Item 9. **Acceptance by Insiders, Affiliates and Associates:**

After reasonable enquiry, no director or senior officer, no associate of a director or senior officer, no person acting jointly or in concert with the Corporation, no person holding 10% or more of any class of equity securities of the Corporation has any present intention to sell shares of the Issuer.

Item 10. **Benefits from the Normal Course Issuer Bid:** N/A

Item 11. **Material Changes in the Affairs of the Issuer:** None

Item 12. **Certificate:**

This Notice is certified as complete and accurate and in compliance with Part XXIII of the General by-Law of The Toronto Stock Exchange and the Policy Statement concerning Normal Course Issuer Bids. This Notice contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it is made.

This Notice was approved by the board of directors of Samoth Capital Corporation at a meeting held March 5, 1998 and the undersigned senior officer hereby certifies this Notice to be complete and accurate, and is duly authorized to sign this Certificate.

DATED this 23rd day of March, 1998.

"E. Kaulius"

Eugene A. Kaulius, C.A.
President of **SAMOTH CAPITAL CORPORATION**