Stonington

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Stonington Capital Corporation (the "Corporation")
Suite 402 – 4 King Street West
Toronto ON M5H 1B6

Item 2 Date of Material Change

The material changes occurred on January 13, 2006

Item 3 News Release

A joint press release disclosing the nature and substance of the material change was issued by CCN Matthews on January 13, 2006 in Toronto.

Item 4 Summary of Material Change

The independent directors of Graystone Corporation ("Graystone") and Stonington Capital Corporation ("Stonington") have approved the previously announced amalgamation to form "Pyxis Capital Corporation". The amalgamation is subject to regulatory and other approvals including shareholder approval, which will be requested at shareholder meetings on February 17, 2006.

Item 5 Full Description of Material Change

The independent directors of Graystone Corporation ("Graystone") and Stonington Capital Corporation ("Stonington") have approved the previously announced amalgamation to form "Pyxis Capital Corporation". The amalgamation is subject to regulatory and other approvals including shareholder approval, which will be requested at shareholder meetings on February 17, 2006.

The merger ratios were established by independent valuations commissioned separately by each of the Independent Committees.

If the Amalgamation Resolutions are approved, it is the present intention that the articles of amalgamation be filed immediately or as soon as practicable after receipt of such approvals to create the Pyxis Dividend Shares, Pyxis Non–voting Shares and Pyxis Common Shares. Each holder of a share of Graystone or Stonington (other than a Dissenting Holder) will receive shares of Pyxis on the following basis:

Share of Graystone or Stonington	Share of Pyxis
One Graystone SVS	One Pyxis Non–voting Share and 0.38 of an Pyxis Dividend Share
One Graystone MVS	One Pyxis Common and 0.38 of an Pyxis Dividend Share
One Graystone Junior Preferred Share	One Pyxis Non–voting Share and 0.38 of an Pyxis Dividend Share
One Graystone Dividend Share	One Pyxis Dividend Share
One Stonington SVS	One Pyxis Non–voting Share
One Stonington MVS	One Pyxis Common Share

Graystone and Stonington believe that the amalgamation will simplify the structure of both companies and will allow for operational synergies and cost reductions, the benefits of which will accrue to shareholders of both companies.

Pyxis will operate the businesses carried on by Graystone and Stonington prior to the amalgamation, which is to be a Canadian public company that engages in financing and investment activities. Pyxis' objective will be to maximize shareholder value through increased earnings and asset values while limiting financial and business risks.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information about this report, please contact Andrew Kim, President at (416) 867-9079.

Item 9 Date of Report

January 13, 2006

Andrew Kim
President