FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Reporting Issuer

Carber Capital Corp.
95 Wellington Street West
Suite 1200
Toronto, Ontario M5J 2Z9

ITEM 2. Date of Material Change

March 24, 2010.

ITEM 3. Press Release

The press release attached as Schedule A hereto was disseminated on March 26, 2010 via Marketwire news service.

ITEM 4. Summary of Material Change

Carber Capital Corp. ("Carber" or the "Company") has announced that it has obtained an order from the Ontario Securities Commission ("OSC") revoking the cease-trade order issued on December 7, 2005 for the Company's failure to file interim financial statements for the nine months ended September 30, 2005 and accompanying management's discussion & analysis ("MD&A").

On March 19, 2010, the Company filed amended, annual audited financial statements for the financial years ended December 31, 2007, 2008 and 2009 and the corresponding MD&A, all of which can be accessed under the Company's profile at www.sedar.com.

In connection with revocation of the cease-trade order, the Company has agreed to hold an annual meeting of its shareholders within the next 90 days.

ITEM 5. Full Description of Material Change

Please see the press release attached as Schedule A for a full description of the material change.

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

Not applicable.

ITEM 7. Omitted Information

No significant facts have been omitted from this report.

ITEM 8. Senior Officer

Martin Bernholtz, Director
Carber Capital Corp.
Telephone: (416) 721-1721

ITEM 9. Date of Report

March 26, 2010.

Schedule A

CARBER CAPITAL CORP.
OBTAINS REVOCATION OF CEASE-TRADE ORDER

March 26, 2010, Toronto, Ontario – Carber Capital Corp. ("Carber" or the "Company") is pleased to announce that it has obtained an order from the Ontario Securities Commission ("OSC") revoking the cease-trade order issued on December 7, 2005 for the Company's failure to file interim financial statements for the nine months ended September 30, 2005 and accompanying management's discussion & analysis ("MD&A").

On March 19, 2010, the Company filed amended, annual audited financial statements for the financial years ended December 31, 2007, 2008 and 2009 and the corresponding MD&A, all of which can be accessed under the Company's profile at www.sedar.com.

In connection with revocation of the cease-trade order, the Company has agreed to hold an annual meeting of its shareholders (the "Meeting") within the next 90 days. On December 16, 2008, the Company announced the following appointments to its board of directors and management team: Andrew Rotenberg, Chief Executive Officer and Director; Jorey Middlestadt, Chief Financial Officer and Director; and, Martin Bernholtz, Director. Shareholders will be asked to confirm the appointment of these directors at the Meeting.

The common shares of the Company are not currently listed or quoted on any exchange or market in Canada or elsewhere.

The Company does not currently have any definitive plans in place for the operation of the business going forward. However, it is the intention of management to investigate acquisition and financing opportunities in a variety of industries going forward.

For further information, please contact:

Martin Bernholtz
Director
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Telephone: 416 721-1721