

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company:**

Capital Pro-Égaulx Inc. (the "Issuer")  
836, de la Mécatina  
Lachenaie, Québec  
J6W 5H2

**2. Date of Material Change(s):**

June 24, 2014

**3. News Release:**

A news release was disseminated June 24, 2014 through the facilities of CNW.

**4. Summary of Material Change(s):**

The Issuer announced that there has been a change to its Board of Directors. Mr. Louis Granger has resigned effective immediately as a director of the Issuer to pursue other matters.

The Issuer now has four directors and is planning to name a successor to Mr. Granger at the next Annual Meeting of Shareholders to be held next August.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change:**

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**5.2 Disclosure for Restructuring Transaction:**

Not Applicable

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not Applicable

**7. Omitted Information:**

Not Applicable

**8. Executive Officer Knowledgeable of Material Change:**

Pierre Désormeau  
President  
Telephone: (514) 616-0612

**9. Date of Report:**

June 27, 2014