FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cogitore Resources Inc.
1 Adelaide Street East, 21st Floor
Toronto, Ontario
M5C 2V9

Item 2 Date of Material Change

November 27, 2014

Item 3 News Release

The press release attached as Schedule A was released over Marketwired on November 27, 2014.

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 of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Mr. Brian Howlett
President & CEO
Cogitore Resources Inc.
Office: 416-849-7773
Cell: 647-227-3035
www.cogitore.com

Item 9 Date of Report

November 27, 2014

SCHEDULE A

Cogitore Resources Announces Proposed Consolidation and Name Change

TORONTO, ONTARIO, November 27, 2014: Cogitore Resources Inc. (TSXV:WOO) ("**Cogitore**" or the "**Company**") announces that it is proposing to consolidate its issued and outstanding common shares (the "**Common Shares**") and to change the name of the Company from "Cogitore Resources Inc." to "CR Capital Corp." Additional information relating to the proposed consolidation and name change is included in the management information circular of the Company dated November 24, 2014 (the "**Circular**"), which is available on the Company's SEDAR profile at www.sedar.com.

Cogitore has mailed the Circular with respect to its special meeting of shareholders (the "**Shareholders**") scheduled for December 22, 2014 (the "**Meeting**"). As part of that Meeting, Shareholders will be asked to approve a special resolution to amend the articles of the Corporation to consolidate the issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every 10 pre-consolidation Common Shares (the "**Consolidation**"). Shareholders will also be asked to approve a special resolution to change the name of the Company from "Cogitore Resources Inc." to "CR Capital Corp.", or such other name as the board of directors may, in its sole discretion, determine to be appropriate, subject to regulatory approval (the "**Name Change**"). In addition, and as further described in the Company's news releases dated October 21 and November 25, 2014, Shareholders will be asked at the Meeting to approve a special resolution authorizing the sale of the Company's exploration properties and assets (the "**Mining Assets**") to Yorbeau Resources Inc., the completion of which will constitute the sale of substantially all of the assets of the Company. Additional information with respect to the Consolidation, Name Change and sale of the Mining Assets is described in further detail in the Circular.

There are currently 83,273,365 Common Shares issued and outstanding. Upon the Consolidation becoming effective, it is expected there will be approximately 8,327,336 post-consolidation Common Shares in the capital of the Company issued and outstanding.

The board of directors of the Company has concluded that the Consolidation would be in the best interests of the Shareholders as it could lead to increased interest by a wider audience of potential investors and could better position the Company to obtain financing and pursue acquisition opportunities. The Consolidation, Name Change and sale of the Mining Assets are subject to Shareholder and regulatory approval, including the approval of the TSX Venture Exchange.

About Cogitore

Cogitore has a strategic focus on VMS style base metal exploration in prospective areas that also feature infrastructure and a political climate favourable for exploration and mine development. All of the Company's claims are focused in the highly prospective Abitibi Belt of Quebec and Ontario.

For more information please contact:

Mr. Brian Howlett
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Cogitore Resources Inc.
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Cell: 647-227-3035
www.cogitore.com

Caution Regarding Forward-Looking Information

This News Release includes certain “forward-looking statements”. These statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management’s expectations. Forward-looking statements include estimates and statements that describe the Company’s future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as “believes”, “anticipates”, “expects”, “estimates”, “may”, “could”, “would”, “will”, or “plan”. Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. In particular, this News Release makes reference to the proposed Consolidation, Name Change and sale of the Mining Assets. Readers are cautioned that there is no assurance that the Consolidation, Name Change and sale of the Mining Assets referenced herein will proceed. Certain conditions must be met before the Consolidation, Name Change and sale of the Mining Assets are effected. Such conditions include the receipt of all necessary Shareholder and regulatory approvals, including the approval of the TSX Venture Exchange. There is no assurance that the required Shareholder and regulatory approvals will be received. If such approvals are not obtained, this could have an adverse effect on the Company. Many factors could cause the performance or achievement by Cogitore to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. These factors include the failure to obtain the required approvals. Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements contained in this New Release are expressly qualified by this cautionary statement. The Company is not under any duty to update any of the forward-looking statements after the date of this press release or to conform such statements to actual results or to changes in the Company’s expectations and the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.
