COGITORE RESOURCES INC.

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

December 22, 2014

Item 3 News Release

The attached News Release was issued on December 22, 2014 via Marketwired.

Item 4 Summary of Material Change

Cogitore Resources Inc. Announces Results of Special Meeting

Item 5 Full Description of Material Change

For further information, attached hereto is a copy of the News Release as Schedule "A".

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

Confidentiality is not requested.

Item 7 Omitted Information

No information has been omitted in respect of the material change.

Item 8 Executive Officer

Mr. Brian Howlett
President and CEO
Telephone: 416-849-7773

Item 9 Date of Report

December 22, 2014

Schedule "A"

COGITORE RESOURCES ANNOUNCES RESULTS OF SPECIAL MEETING

TORONTO, ONTARIO, December 22, 2014 – Further to its news release dated November 27, 2014, Cogitore Resources Inc. ("**Cogitore**" or the "**Company**") (TSXV:WOO) announced today that it held its Special Meeting of Shareholders (the "**Meeting**") at the offices of the Company. The Meeting was called to order with a quorum achieved.

The resolutions contained in the Company's Proxy Form were passed and there was no new business brought forward. The following resolutions were approved at the Meeting:

1. that the Company consummate the transaction with Yorbeau Resources Inc. that will result in the sale of substantially all of its exploration assets (the "**Sale Transaction**");
2. that the Company consolidate the number of issued and outstanding shares on a one (1) for ten (10) basis (the "**Consolidation**"); and
3. the Company change its name from "Cogitore Resources Inc." to "CR Capital Corp." or other such name as the approved by the Company's Board of Directors (the "**Name Change**").

All resolutions were passed and Cogitore would like to thanks its shareholders for their continued support.

The Company anticipates closing the Sale Transaction and affecting both the Consolidation and the Name Change in early 2015.

For more information please contact: Mr. Brian Howlett
President and CEO
Telephone: 416-849-7773
Cellphone: 647-227-3035
Email: bhowlett@cogitore.com

About Cogitore Resources Inc.

Cogitore is in the process of divesting of its resources assets and will reposition the company to optimize the value for shareholders.

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 Transaction. Readers are cautioned that there is no assurance that the Consolidation, Name Change and Sale Transaction referenced herein will proceed as planned and certain conditions must be met before the Consolidation, Name Change and Sale Transaction are effected. 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.