Form 51-102F3
Material Change Report

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1. Name and Address of Company

Mountain Capital Inc.
#212, North Tower,
5811 Cooney Road
Richmond, B.C. V6X 3M1

2. Date of Material Change

June 26th, 2008.

3. News Release

News release was issued on June 26, 2008 and disseminated via Marketwire News Distribution Services pursuant to section 7.1 of National Instrument 51–102.

4. Summary of Material Change

MOUNTAIN CAPITAL OPTIONS POTASH CLAIMS IN ALBERTA

June 26, 2008 **–Mountain Capital Inc**. ("MCI") (TSX.V – MCI) is pleased to announce the signing of a letter of intent with Utah Uranium Corp. ("UUC") (OTCBB – UTUC) to option the Ernestina Lake Potash property located in the Province of Alberta, Canada. UUC acquired potash permit applications covering a total of 192,000 contiguous hectares (474,400 acres) in eastern Alberta, on the Saskatchewan border. To date, a total of 19 permits have been received by UUC, covering a total of 143,800 hectares (355,300 acres). UUC anticipates receipt of the outstanding applications shortly.

5. Full Description of Material Change

MOUNTAIN CAPITAL OPTIONS POTASH CLAIMS IN ALBERTA

June 26, 2008 **–Mountain Capital Inc**. ("MCI") (TSX.V – MCI) is pleased to announce the signing of a letter of intent with Utah Uranium Corp. ("UUC") (OTCBB – UTUC) to option the Ernestina Lake Potash property located in the Province of Alberta, Canada. UUC acquired potash permit applications covering a total of 192,000 contiguous hectares (474,400 acres) in eastern Alberta, on the Saskatchewan border. To date, a total of 19 permits have been received by UUC, covering a total of 143,800 hectares (355,300 acres). UUC anticipates receipt of the outstanding applications shortly.

Terms of the Letter of Intent are as follows:

- $50,000 Cash (on signing – non refundable)
- $125,000 Cash and 500,000 shares on TSX Venture Exchange Approval
- $500,000 work commitment within 12 months including preparation of a NI43-101 report
- $75,000 Cash and equivalent value to $30,000 in shares prior to December 25th, 2008
- $125,000 Cash and equivalent value to $30,000 in shares prior to April 25th, 2009
- $125,000 Cash and equivalent value to $30,000 in shares prior to August 25th, 2009
- Milestone 1
- $1,000,000 (in addition to above) work commitment within 24 months of granting of Exploration Permits
- Milestone 2

After Milestone 1, MCI will be deemed to have earned a 50% interest subject to a 3.0% NSR of which 80% of the NSR can be purchased for $2,500,000. Completion of Milestone 2 will increase MCI's interest to 60% subject to NSR. The parties have agreed that they will enter into a Formal Option Agreement incorporating all of the above mentioned terms and conditions and which shall also include standard provisions that are normally included in such transactions. This transaction is subject to the approval of the TSX Venture Exchange.

According to an overview of work conducted by Royal American Petroleums Ltd. in 1966 filed with the Alberta Geological Survey in Mineral Assessment Report (19660009): "The geological strata and basinal effects in the Vermilion area are closely related to the potash-rich areas of Esterhazy, Saskatoon and Unity."

ON BEHALF OF THE BOARD

Bedo H. Kalpakian, President

For further information please contact Bedo H. Kalpakian at **604-278-4400 ext 203 or info@mountaincapital.ca**

The TSX Venture Exchange has not reviewed nor does it accept responsibility for the adequacy or accuracy of this press release

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

Not Applicable

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Bedo H. Kalpakian, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 278-4400 ext 202.

9. Date of Report

This report is dated the 26th of June, 2008.