

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS

Holcot Capital Corp. (the "Company")
9600 Thomas Place
Richmond, BC V7E 5Y5

ITEM 2 DATE OF MATERIAL CHANGE

April 25, 2007

ITEM 3 NEWS RELEASE

The Company issued a press release dated April 30, 2007. The press release was disseminated via Canada Newswire.

ITEM 4 & ITEM 5 SUMMARY/FULL DESCRIPTION OF MATERIAL CHANGE:

Further to the Company's press release of December 5, 2006, the Company announces that the Letter of Intent dated November 22, 2006 with Creso Resources Inc. has been terminated. The Company will not be proceeding with the acquisition of all of the issued and outstanding securities of Creso.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable. This report is not being filed on a confidential basis.

ITEM 7 OMITTED INFORMATION

Not applicable.

ITEM 8 EXECUTIVE OFFICER

For further information, please contact Bipinchandra A. Ghelani, the Company's President and Chief Operating Officer at (604) 644-8275.

ITEM 9 DATE OF REPORT

April 30, 2007

Dated at Vancouver, British Columbia this 30th day of April, 2007.

"Bipinchandra A. Ghelani"
Bipinchandra A. Ghelani, President, COO

HOLCOT CAPITAL CORP.

9600 Thomas Place
Richmond, B.C. V7E 5Y5
Tel: 604 273 7550
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NEWS RELEASE

FOR IMMEDIATE RELEASE

April 30, 2007

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