FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Landen Capital Corp. ("Landen")
Suite 960, 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2 Date of Material Change

State the date of the material change.

November 16, 2009

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

November 17, 2009

The Press Release was disseminated to the TSX Venture Exchange ("**TSXV**") and through various other approved public media and filed on SEDAR with the securities commissions of British Columbia and Alberta.

Item 4 Summary of Material Change(s)

Provide a brief but accurate summary of the nature and substance of the material change.

Landen has completed its qualifying transaction as announced on August 6, 2009 (the "**Qualifying Transaction**") and its non-brokered private placement (the "**Private Placement")** of 8,620,000 units ("**Units"**) for total gross proceeds of $862,000.

Landen has paid $69,150 (the "**Finders' Fees**") in cash and issued a total of 691,500 units (**Finders' Units)** to certain parties (collectively, the "**Finders**") as consideration for introducing purchasers to the Private Placement.

Effective at the opening on November 18, 2009, trading of Landen's shares resumed on Tier 2 of the TSXV under the symbol LAN.

Nancy Wolverson, P. Geo. of Reno, Nevada was appointed to the Board of Directors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Landen has completed its Qualifying Transaction under TSXV Policy 2.4 – Capital Pool Companies as described in its news release dated August 6, 2009. Details of the Qualifying Transaction are set forth in the filing statement of Landen dated November 5, 2009 and available on SEDAR. In connection with the Qualifying Transaction, Landen also completed its Private Placement of 8,620,000 Units. Each Unit consists of one common share (a "**Share**") and one non-transferable share purchase warrant (a "**Warrant"**). Each Warrant will entitle the holder thereof to purchase one additional common share of Landen (a "**Warrant Share**") for a price of $0.20 per Warrant Share until November 16, 2011. In the event that the closing price of Landen's shares on the TSXV is $0.30 or greater during any twenty (20) consecutive trading day period at any time after November 16, 2009, the Warrants will expire, at the sole discretion of Landen, on the twenty-first (21) day after the date on which Landen provides notice of such fact to the Warrant holders. The net proceeds of the Private Placement will be used to fund the expenditures on the Bonanza Property and will be added to working capital.

In connection with the Private Placement, Landen paid to certain Finders, an aggregate cash fee of $69,150, representing 10% of the gross proceeds placed by the Finders. In addition, the Finders were issued an aggregate of 691,500 Finders' Units (being equal to 10% of the Units sold to purchasers located through the efforts of the Finders) having the same terms and conditions as the Units under the Private Placement and consisting of 691,500 finders' shares (the **"Finders' Shares"**) and 691,500 finders' warrants (**"Finders' Warrants**"), having the same term as the Warrants.

All Shares, Warrant Shares, Finders' Shares and Finders' Warrant Shares issued or issuable pursuant to the Private Placement are subject to a four month hold period expiring March 17, 2010.

Effective at the opening on November 18, 2009, trading in the Landen shares resumed on Tier 2 of the TSXV under the symbol "**LAN**" (CUSIP No. 514783109).

In connection with the Qualifying Transaction, Nancy Wolverson, P. Geo., of Reno, Nevada, was appointed to the Board of Directors. Ms. Wolverson is a Certified Professional Geologist with the American Institute of Professional Geologists and has more than 25 years' experience exploring for and evaluating precious metal and uranium properties in the United States, Chile, Ecuador, Mexico and Kyrgystan.

In addition, concurrent with the completion of the Qualifying Transaction, Mr. Terry Lashman was replaced by Mr. Rajwant Kang as Chief Financial Officer of Landen and Ms. Loree Gregg as Corporate Secretary.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102, state the reasons for that reliance.

Not applicable

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

Not applicable

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Todd Hilditch, President & Chief Executive Officer
604-443-3831

Item 9 Date of Report

Date the Report.

November 26, 2009