This is the form of material change report required under Section 85(1) of the Securities Act.

BC FORM 51-102F3
(formerly Form 53-901F)

Securities Act

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

RANGE CAPITAL CORP. (the "Issuer")
#1304 - 925 West Georgia St.
Vancouver, BC
V6C 3L2

Item 2. Date of Material Change

March 2, 2009

Item 3. Press Release

Issued on March 2, 2009, at Vancouver, BC, Canada.

Item 4. Summary of Material Change

Range Capital Corp. (TSXV:RNC.P) ("**Range**") and **MVE Capital Corp. (TSXV:MVE.P)** ("**MVE**")announce entering into a letter agreement dated February 20, 2009 (the "**Agreement**") with **Hays Lake Gold Inc.** ("**Hays Lake**"), a private company engaged in mineral exploration and development located in Ontario.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number.

Hari Varshney President & CEO (604) 684-2181	Debbie Lew CFO (604) 684-2181

Item 9. **Statement of Senior Officer**

The foregoing accurately discloses the material change referred to herein.

Dated this 2nd Day of March, 2009.

"Hari Varshney"

Hari Varshney
Name

President & CEO
Position / Title

Vancouver, B.C.
Place of Declaration

MVE Capital Corp.
Range Capital Corp.

FOR IMMEDIATE RELEASE

Contact: Investor Relations
Phone (604) 684-2181
Email: info@varshneycapital.com

March 2, 2009
(No.2009-03-01)

MVE Capital Corp. and Range Capital Corp. Announce Agreement to Acquire Hays Lake Gold Inc.

Vancouver, B.C. – March 2, 2009 – MVE Capital Corp. (TSXV:MVE.P) ("**MVE**") and **Range Capital Corp. (TSXV:RNC.P)** ("**Range**") are pleased to announce entering into a letter agreement dated February 20, 2009 (the "**Agreement**") with **Hays Lake Gold Inc.** ("**Hays Lake**"), a private company engaged in mineral exploration and development located in Ontario. Under the Agreement, MVE and Range will combine their respective businesses, assets and liabilities pursuant to an amalgamation that will result in the creation of a single company ("**Mergeco**"). Pursuant to the terms of the Agreement, Mergeco will have an exclusive option to acquire all of the issued and outstanding securities of Hays Lake (the "**Transaction**"). MVE and Range are capital pool companies and intend the Transaction to constitute their respective Qualifying Transactions under the policies of the TSX Venture Exchange (the "**Exchange**"). Completion of the Transaction is subject to compliance with all necessary regulatory and other approvals and certain other terms and conditions. A comprehensive press release with further particulars relating to the Transaction will follow in accordance with the policies of the Exchange.

MVE CAPITAL CORP.
RANGE CAPITAL CORP.
HAYS LAKE GOLD INC.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance, and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval, satisfactory due diligence reviews, availability of prospectus and registration exemptions or obtaining exemptive relief, and obtaining any necessary governmental and third party approvals. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Transaction and has neither approved nor disapproved of the contents of this press release. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release).

Certain information in this press release may contain forward-looking statements. This information is based on current expectations that are subject to significant risks and uncertainties that are difficult to predict. Actual results might differ materially from results suggested in any forward-looking statements. MVE, Range and Hays Lake assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward looking-statements unless and until required by securities laws applicable to MVE, Range and Hays Lake. Additional information identifying risks and uncertainties is contained in filings by MVE and Range with Canadian securities regulators, which filings are available under each corporation's profile at www.sedar.com.