FORM 51-102F3
Material Change Report

Item 1. **<u>Name and Address of Company</u>**

Firm Capital American Realty Partners Corp. (the "**Company**")
163 Cartwright Avenue
Toronto, Ontario M6A 1V5

Item 2. **<u>Date of Material Change</u>**

January 12, 2017

Item 3. **<u>News Release</u>**

A news release was issued by the Company on January 12, 2017 through the facilities of Canada News Wire and was subsequently filed on SEDAR.

Item 4. **<u>Summary of Material Change</u>**

On January 12, 2017, the Company announced the appointment of Robert McKee as Interim President and Chief Executive Officer of the Company and the reassignment of Sandy Poklar as Chief Financial Officer of the Company effective as of January 12, 2017.

Item 5. **<u>Full Description of Material Change</u>**

On January 12, 2017, the Company announced the appointment of Robert McKee as Interim President and Chief Executive Officer of the Company and the reassignment of Sandy Poklar, formerly the Company's President and Chief Executive Officer, as Chief Financial Officer of the Company effective as of January 12, 2017.

Robert McKee is currently the President and Chief Executive Officer and Trustee of Firm Capital Property Trust and has held such roles since its inception in 2012. Mr. McKee is also the Chief Executive Officer, Real Estate for the Firm Capital Organization.

Mr. Poklar has assumed the role of Chief Financial Officer of the Company following the resignation of Stuart Pasternak as of January 12, 2017. Mr. Poklar is currently the Chief Financial Officer and Trustee for Firm Capital Property Trust.

Item 6. **<u>Reliance on subsection 7.1(2) of National Instrument 51-102</u>**

Not applicable.

Item 7. **<u>Omitted Information</u>**

Not applicable.

Item 8. <u>Executive Officer</u>

Sandy Poklar
Chief Financial Officer
(416) 635-0221

Item 9. <u>Date of Report</u>

January 20, 2017.

<u>Cautionary Note Regarding Forward-Looking Information</u>

Certain information in this material change report constitutes forward-looking statements under applicable securities law. Any statements that are contained in this material change report that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "intend" and similar expressions. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse factors affecting the U.S. real estate market generally or those specific markets in which the Company holds properties; volatility of real estate prices; inability to complete the Company's single family property disposition program or debt restructuring in a timely manner; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; industry and government regulation; changes in legislation, income tax and regulatory matters; the ability of the Company to implement its business strategies; competition; currency and interest rate fluctuations and other risks, including those described in the Company’s public disclosure documents on SEDAR at www.sedar.com.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this material change report are expressly qualified by this cautionary statement.