Form 51–102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Capstock Financial Inc.
6975 Balaclava Street
Vancouver, B.C. V6N 1M4

Item 2. Date of Material Change

February 19, 2009

Item 3. News Release

News Release dated February 19, 2009 was filed on SEDAR and disseminated via Stockwatch on February 24, 2009.

Item 4. Summary of Material Change

Capstock Financial Inc. (the "**Company**") has closed a private placement of 3,000,000 common shares in the capital of the Company at $0.05 per share for a gross proceeds of $150,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed a private placement of 3,000,000 common shares in the capital of the Company at $0.05 per share for a gross proceeds of $150,000(the "**Offering**").

All shares issued pursuant to the Offering have a hold period expiring June 20, 2009. The proceeds from the Offering will be used for general working capital and to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined by TSX Venture Exchange's Policy 2.4).

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not applicable

Item 7. Omitted Information

None

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and the Report and may be contacted:

R.A. Bruce McDonald, President, Chief Executive Officer & Chief Financial Officer, Telephone: 604-689-4733.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 24th day of February, 2009.