FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and address of the Company

CJL Capital inc. (« CJL »)
116, rue St-Pierre
Bureau 100
Québec (Québec) G1K 4A7

2. Date of material change

October 27, 2010.

3. News release

The press release was issued on October 27, 2010 via Marketwire.

4. Summary of material change

CJL announces the conclusion of an agreement in principle with respect to a qualifying transaction between CJL and ALTA RESOURCES INC.

5. Full description of material change

CJL is pleased to announce that it has entered into a letter of intent (the "LOI") with Alta Resources Inc. (« Alta »), dated October 27, 2010, for the realization of a qualifying transaction, as per Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange").

Pursuant to the terms of the LOI, CJL intends to issue an aggregate of up to 6,650,000 common shares to the shareholders of Alta at a deemed price of $0.40 per common share for an aggregate value of $2,660,000, in exchange of all of the issued and outstanding shares of Alta.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance, approval of the boards of directors of CJL and Alta and a private placement by Alta sufficient to meet the minimum listing requirements of the Exchange.

Furthermore, the Exchange has not considered the merits of the contemplated qualifying transaction. A more detailed press release will be subsequently published in order to provide additional details on the contemplated qualifying transaction. Consequently, trading in the common shares of CJL will be halted up until the publication of a press release announcing that trading in the common shares is resumed.

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.

Alta is a mining exploration company with properties located in Peru.

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

N/A

7. Omitted Information

None

8. Executive Officer

Mario Jacob, President
Tel: (418) 653-9339

9. Date of Report

October 28th, 2010

CJL Capital inc.

by: ___*(s) Mario Jacob*_________
Mario Jacob, President

CJL CAPITAL INC.

PRESS RELEASE
For immediate release

CONCLUSION OF AN AGREEMENT IN PRINCIPLE WITH RESPECT TO A QUALIFYING TRANSACTION BETWEEN *CJL CAPITAL INC.* AND *ALTA RESOURCES INC.*

Québec, Québec, October 27, 2010 – Mario Jacob, President, Chief Executive Officer, Chief Financial Officer and Secretary of CJL Capital Inc. ("CJL") (TSX-V "CJL.P"), a Capital Pool Company, is pleased to announce that it has entered into a letter of intent (the "LOI") with Alta Resources Inc. (« Alta »), dated as of today, for the realization of a qualifying transaction, as per Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange").

Pursuant to the terms of the LOI, CJL intends to issue an aggregate of up to 6,650,000 common shares to the shareholders of Alta at a deemed price of $0.40 per common share for an aggregate value of $2,660,000, in exchange of all of the issued and outstanding shares of Alta.

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CJL CAPITAL INC.

Contacts : Mario Jacob
President, Chief Executive Officer,
Chief Financial Officer, Secretary
and Director

CJL Capital Inc.
Tel.: 418-653-9339
Fax: 418-692-3969

The prospectus of CJL Capital Inc. can be consulted on SEDAR's website at the address: http://www.sedar.com