

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

TAD Capital Corp. ("TAD")
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

August 17, 2009

Item 3 News Release

The news release was disseminated through Stockwatch, Market News and Smallcap Centre on August 17, 2009.

Item 4 Summary of Material Change

TAD announces the completion of its qualifying transaction, appointment of an additional director and the closing of a private placement.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached News Release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Negar Towfigh, Director, 604-646-6906

Item 9 Date of Report

August 17, 2009

TAD CAPITAL CORP.

Suite 1470 – 701 West Georgia Street
Vancouver, British Columbia V7Y 1C6
Telephone: (604) 646-6906 Fax: (604) 689-1733

NEWS RELEASE

August 17, 2009

SYMBOL – TAD

TAD CAPITAL INC. ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION WITH GOLDEN SABRE RESOURCES LTD.

Vancouver, August 17, 2009 – TAD Capital Inc. (“**TAD**”) is pleased to announce the completion of its qualifying transaction (the “**Qualifying Transaction**”) with Golden Sabre Resources Ltd. (“**Golden Sabre**”).

The Qualifying Transaction, which was previously announced by TAD in new releases dated February 20, 2009 and March 23, 2009 was completed by way of an acquisition by TAD, subject to a 1.5% net smelter return, of 94% of all right, title and interest in the 28 mineral claims lying within the Omineca Mining District as described below (the “**Claims**”) and all assets related to the Claims (collectively, the “**Assets**”), pursuant to a Property Purchase Agreement dated March 16, 2009, with Golden Sabre. As consideration for its 94% interest in the Assets, TAD issued 5,202,000 common shares to Golden Sabre (the “**Payment Shares**”).

Golden Sabre holds approximately 30%, on an undiluted basis, of the issued and outstanding shares of TAD. Upon closing of the Qualifying Transaction, the Payment Shares were subject to a value security escrow agreement. Golden Sabre intends to distribute the Payment Shares by way of winding-up (the “**Distribution**”) to all of its existing shareholders on a pro-rata basis. Following the Distribution, the Payment Shares will cease to be subject to any escrow requirements and all the Payment Shares will be subject to a hold period expiring on December 14, 2009.

The TSX Venture Exchange (the “**Exchange**”) will not issue final exchange approval for the Qualifying Transaction until the Distribution is complete and the escrow agent confirms that the common shares of TAD set out in the value security escrow agreement are held in escrow.

TAD expects its common shares to commence trading after the Exchange issues a final bulletin relating to the Qualifying Transaction and upon the winding-up of Golden Sabre and the completion of the Distribution.

TAD also issued an aggregate of 500,000 common shares to two finders in connection with the Qualifying Transaction. These shares are subject to a hold period expiring on December 14, 2009.

Private Placement

In connection with the completion of the Qualifying Transaction, TAD completed a private placement of 6,100,000 units (4,600,000 flow-through and 1,500,000 non flow-through), at a price of \$0.05 per unit, for gross proceeds of \$305,000. Each unit consists of one share of TAD and one share purchase warrant.

Each share purchase warrant entitles the holder to purchase one additional share of TAD at a price of \$0.10 per share for a period of five years until August 13, 2014.

Following the completion of the Qualifying Transaction (including the private placement) there were 17,602,000 shares of TAD issued and outstanding. Of the 17,602,000 shares of TAD that are issued and outstanding, 2,000,000 shares of TAD are subject to escrow.

The shares issued pursuant to the private placement are subject to a hold period expiring on December 14, 2009.

Appointment of Director

Upon closing of the Qualifying Transaction, TAD appointed Victor Jaramillo, a “qualified person” under National Instrument 43-101, to act as a director of TAD.

Victor Jaramillo brings 25 years of professional geological experience to TAD. Mr. Jaramillo obtained a B.Sc. in geology from Washington & Lee University in 1981 and a M.Sc. applied degree in mineral exploration from McGill University in 1983. He is a member of the Association of Professional Engineers and Geoscientists of B.C. (APEGBC). Mr. Jaramillo is the president of Discover Geological Consultants Inc., a geological consultancy firm specializing in mineral property evaluations, preparation of NI 43-101 compliant technical and resource reports and the management of exploration and mining projects. In 2007 and 2008, Mr. Jaramillo provided consulting services to Consolidated Spire Ventures, Andean American Mining Corp., Sinchao Metals and Rochester Resources Ltd. (all junior mineral resources company listed on the TSXV) and in 2005, he acted as a consultant to ALB Holdings Ltd. (a private Canadian company).

Upon completion of the Qualifying Transaction, the officers and directors of TAD are as follows:

Conrad Clemis, President, Chief Executive Officer and Director
Negar Towfigh, Chief Financial Officer, Secretary and Director
Graeme Sewell, Director
Jason Gigliotti, Director
Victor Jaramillo, Director

About the Assets

The Claims comprise 28 mineral claims covering an area of approximately 8,792 hectares, lying within the Omineca Mining District of British Columbia. The Claims are located immediately northeast of Hazelton, British Columbia, at the southern extent of the Skeena Mountains; lying to the east of the Skeena River. Golden Sabre owns a 94% interest in the Claims, with Cadre Capital Inc. of Vancouver, British Columbia owning the remaining 6% interest and a 1.5% net smelter return. The Claims consist of three main claim blocks, known as: (i) the American Boy/Mohawk claims; (ii) the Sunrise/Silver Cup claims; and (iii) the Sidina claims. The American Boy/Mohawk claim block is contiguous to the Sunrise/Silver Cup claim group. The Sidina claims are located approximately five kilometers north of the Sunrise/Silver Cup claims. A technical report has been prepared on the American Boy, Sunrise-Silver Cup, Sidina-Silverton and Mohawk Claim Groups in accordance with National Instrument 43-101. For a detailed description of the Assets refer to the Filing Statement filed by TAD on July 24, 2009 on SEDAR (www.sedar.com)

Business of TAD after the Qualifying Transaction

Following the completion of the Qualifying Transaction, TAD is classified as a Tier 2 Natural Resource Issuer under the policies of the Exchange and is engaged in the business of acquisition, exploration and development of mineral properties, with its primary focus on the American Boy zone of the Hazelton Property.

For more information regarding the private placement, the Qualifying Transaction, or the Assets please refer to the Filing Statement filed by TAD on July 24, 2009 on SEDAR.

A technical report titled “Technical Report on the American Boy-Mohawk Claim Group” dated June 9, 2009 by Gregory R. Thomson, P. Geo of Thomson Geological Consulting, an independent “qualified person” under National Instrument 43-101 is also filed on the SEDAR.

ON BEHALF OF THE BOARD

TAD CAPITAL INC.

Per: “Conrad Clemiss”
Conrad Clemiss, President

For further information, please contact:

Conrad Clemiss
President, TAD Capital Inc.
(604) 646-6906

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

Statements in this news release regarding TAD’s business which are not historical facts are “forward-looking statements” that involve risks and uncertainties. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements. Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and the commencement of trading of the common shares of TAD on the Exchange. There can be no assurance that the transaction will be completed as proposed or at all.