

**CHESSTOWN CAPITAL INC.**  
855 Brant Street  
Burlington, Ontario L7R 2J9

April 8, 2011

**MATERIAL CHANGE REPORT**

**Item 1.      Name and Address of Company**

The name of the reporting issuer is Chesstown Capital Inc. (the “**Issuer**” or “**Chesstown**”). Its head office is located at 855 Brant Street, Burlington, Ontario, L7R 2J9.

**Item 2.      Date of Material Change**

The material change occurred on April 6, 2011.

**Item 3.      News Release**

The Issuer disseminated a News Release and filed the News Release on SEDAR on April 7, 2011.

**Item 4.      Summary of Material Change**

The Issuer announced it has received conditional approval from the TSX Venture Exchange for its proposed qualifying transaction previously announced on January 26, 2011 and has filed its Filing Statement on SEDAR on April 7, 2011.

**Item 5.      Full Description of Material Change**

Chesstown Capital Inc. (“**Chesstown**”), a capital pool company, has received conditional approval from the TSX Venture Exchange (the “**Exchange**”) for its proposed qualifying transaction previously announced on January 26, 2011 (the “**Transaction**”) and plans to have its Filing Statement on SEDAR shortly. The scheduled closing date of the Transaction is on or around April 20, 2011.

**Item 6.      Reliance on Subsection 7.1(2) of National Instrument 51-102**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

**Item 7.      Omitted Information**

No information has been omitted from this report on the basis that it is confidential information.

**Item 8.**      **Executive Officers**

For further information, please contact Brian Crawford, Chief Executive Officer of the Issuer, at (905) 681-1925.

**Item 9.**      **Date of Report**

DATED at Burlington, Ontario this 8th day of April, 2011.

**CHESSTOWN CAPITAL INC.**

Per:  
Brian Crawford, Chief Executive Officer