

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BOE Capital Corp.
Suite 2410 – 650 West Georgia Street
Vancouver, B.C. V6B 4N7

Item 2. Date of Material Change

June 24, 2008

Item 3. News Release

News Release dated July 2, 2008 was filed on SEDAR and disseminated via Stockwatch on July 2, 2008.

Item 4. Summary of Material Change

BOE Capital Corp. (the “Company”) announced changes in directors.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that Barry Lee and Steven J. Bruk have resigned as directors of the Company. The Company has appointed Hugh Oswald and David Bowes as directors of the Company to fill the vacancies.

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:

Michael Laidlaw, the President, Chief Executive Officer, Chief Financial Officer and a Director of the Company, telephone: (604) 689-8336.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 2nd day of July, 2008.