

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

August 26, 2008

Item 3. News Release

News Release dated August 26, 2008 was filed on SEDAR and disseminated via Stockwatch on 28, 2008.

Item 4. Summary of Material Change

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

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that Michael M. D. Laidlaw has resigned as a director and an officer of the Company and Hugh Oswald and David Bowes have resigned as directors of the Company. The Company has appointed Richard Todd H. Hanas, Barry Lee and Steven J. Bruk as directors of the Company and Richard Todd H. Hanas has been appointed the President, Chief Executive Officer and Chief Financial Officer 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:

Richard Todd Hanas, 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 28th day of August, 2008.