Form 51–102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

BOE Capital Corp.
Suite 1040 – 885 West Georgia Street
Vancouver, BC V6C 3E8

Item 2. Date of Material Change

June 25, 2010.

Item 3. News Release

News Release dated June 25, 2010 was disseminated via Stockwatch and filed on SEDAR on June 25, 2010.

Item 4. Summary of Material Change

BOE Capital Corp. ("**Company**") announced the scheduled closing date for the Qualifying Transaction and Private Placement and SEDAR Filing of the finalized Filing Statement.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The TSX Venture Exchange (the "**Exchange**") has granted the Company a waiver of sponsorship along with conditional approval for its Qualifying Transaction announced in the Company's news releases dated March 5, 2010 and June 9, 2010. Pursuant to applicable securities law, the Company has SEDAR filed a Filing Statement for its proposed Qualifying Transaction along with a National Instrument 43-101 compliant Technical Report for the prospective uranium property known as the Don McCarthy Property located in the Athabasca basin region of northeast Saskatchewan (the "**Property**").

The Company's Qualifying Transaction consists of an option agreement with Vorenus Metal Corp. ("**Vorenus**"), pursuant to which the Company has an option to acquire a 50% interest in and to the Property. For further details of the Company's Qualifying Transaction, please refer to the Company's Filing Statement dated effective June 22, 2010 and available on Sedar at www.sedar.com.

The Company also announces that the Exchange has conditionally approved the private placement to raise gross proceeds of $900,000 to close concurrently with the Qualifying

Transaction as announced in the Company's news releases dated March 5, 2010, May 28, 2010, June 9, 2010 and June 17, 2010 (the "**Private Placement**").

In accordance with the Exchange's policies, the Company's common shares are currently halted from trading. Trading will resume upon completion of the Qualification Transaction. The Company anticipates that the Qualifying Transaction and the Private Placement will close **[in early July, 2010]**. Upon completion of the Qualifying Transaction, the Company will be listed as a Tier 2 Exploration Issuer pursuant to the minimum listing requirements of the Exchange.

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 Corporation is knowledgeable about the material change and this Material Change Report and may be contacted:

D. Barry Lee, Director, telephone: (604) 689-8336.

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 25th day of June, 2010.