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

July 9, 2010.

Item 3. News Release

News Release dated July 9, 2010 was disseminated via Stockwatch and filed on SEDAR on July 9, 2010.

Item 4. Summary of Material Change

BOE Capital Corp. (the "**Company**") announced that it has completed its Qualifying Transaction and closed the non-brokered private placement of 9,000,000 units in the Company (the "**Units**") at $0.10 per Unit. Each unit consists of one common share in the capital of the Company (a "**Share**") and one-half of one share purchase warrant (each, a "**Warrant**"). The board of directors has also appointed Gil Schneider as the new President and Chief Executive Officer of the Company to replace Richard Todd H. Hanas, who has retained his director position with the Company. The directors also appointed D. Barry Lee as the Chief Financial Officer and Corporate Secretary and appointed Peter Born as the Vice President of Exploration.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has completed its Qualifying Transaction (the "**Qualifying Transaction**") described in the Company's Filing Statement (the "**Filing Statement**") dated effective June 22, 2010, a copy of which is available under the Company's SEDAR profile at www.sedar.com. Effective at the opening of market on July 9, 2010, the trading symbol for the Company changed from BOC.P to BOC, and the common shares of the Company resumed trading on the TSX Venture Exchange (the "**TSX-V**"). Pursuant to the policies of the TSX-V, the Company is no longer a Capital Pool Company and is now classified as a Tier 2 Mining issuer.

Description of the Qualifying Transaction

The Company's Qualifying Transaction consisted of Mineral Property Option Agreement with Vorenus Metal Corp. ("**Vorenus**") dated June 4, 2010 and amended June 9, 2010 (the "**Agreement**"), pursuant to which the Company has an option (the "**Option**") to acquire a 50% interest in and to the prospective uranium property known as the Don McCarthy Property located in the Athabasca basin region of northeast Saskatchewan (the "**Property**"). For further details of the Option and the Property, please see the Filing Statement and the Company's news releases dated March 5, 2010 and June 9, 2010 (copies of which are available at www.sedar.com).

The Company intends on exercising the Option under the Agreement. As of the closing of the Qualifying Transaction, the Company has satisfied the first two of three conditions to exercise the Option, by paying to Vorenus an aggregate cash payment of $100,000 and issuing to Vorenus a total of 2,000,000 common shares of the Company, pursuant to the terms of the Agreement. The Company has raised funds through a concurrent non-brokered private placement (described below) in order to incur the minimum $200,000 of exploration expenditures on the Property over the next year in order to satisfy the final condition to exercise the Option.

The Company entered into a formal finder's fee agreement (the "**Finder's Fee Agreement**") with an arm's length party (the "**Finder**") in connection with the Qualifying Transaction and the introduction of the Company to Vorenus. Pursuant to the terms of the Finder's Fee Agreement, the Company has paid the Finder a fee in cash in the amount of $13,720, being 2.8% of the aggregate value of the acquisition of the Property under the Option Agreement.

Non-Brokered Private Placement

Concurrent with the completion of the Qualifying Transaction, the Company completed a non-brokered private placement (the "**Private Placement**") of 9,000,000 Units at $0.10 per Unit. Each unit consists of one Share and one-half of one Warrant. Each whole Warrant will entitle the holder thereof to purchase one Share at a price of $0.20 per Share up to and including July 7, 2011.

The Company has paid a total of $42,500.00 in cash and issued 425,000 Warrants to certain finders as finder's fees (the "**Private Placement Finder's Fees**"). The Private Placement Finder's Fees represent 5% of the total dollar value of Units and 5% of the Units subscribed for by investors introduced by the finders to the Company. All securities issued under the Private Placement are subject to a statutory hold period expiring on November 8, 2010.

The proceeds from the Private Placement will be used to fund the remaining costs of the Qualifying Transaction, the completion of Phase 1 of the exploration program on the Property as recommended by a NI 43-101 compliant report and for general working capital purposes.

Management

In connection with the Qualifying Transaction and effective immediately, Richard Todd H. Hanas resigned as the President, Chief Executive Officer and Chief Financial Officer of the Company. Mr. Hanas has retained his director position with the Company. The board of directors appointed Gil Schneider as the President and Chief Executive Officer of the Company. The directors also appointed D. Barry Lee, one of the directors, as the Chief Financial Officer and Corporate Secretary and appointed Peter Born as the Vice President of Exploration. For further details on the Company's directors and officers, please see the Filing Statement (a copy of which is available at www.sedar.com).

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 9th day of July, 2010.