FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Reporting Issuer

Sagittarius Capital Corporation
3000 – 77 King St West
PO Box 95, TD Centre
Toronto, Ontario M5K 1G8

ITEM 2. Date of Material Change

April 26, 2018

ITEM 3. Press Releases

A press release in the form of Schedule A attached hereto was disseminated on April 28, 2018 via Globe Newswire.

ITEM 4. Summary of Material Change

Sagittarius Capital Corporation (NEX Board:SCX.H) ("**Sagittarius**" or the "**Company**"), a capital pool company, has announced the first closing of IRRI-Al-Tal Ltd.'s ("**IRRI-Al-Tal**") previously announced brokered private placement of units of IRRI-Al-Tal (the "**IAT Units**") for gross proceeds of CAD$1.4 million (the "**Offering**") and the amendment to the letter of intent ("**LOI**") that IRRI-Al-Tal and the Company entered into on December 28, 2017 (please see press release dated January 16, 2018).

The amendment to the LOI provides for the following:

- Amended terms of the Initial Financing;
- Amended terms of the financing to be completed concurrently with the proposed qualifying transaction (the "**Concurrent Financing**") to increase the price of the units to be offered to $0.60, and amend the size of the Concurrent Financing such that the minimum gross proceeds would be $3,000,000 and the maximum gross proceeds would be $5,000,000; and
- Extended exclusivity date between IRRI-Al-Tal and the Company to December 31, 2018.

ITEM 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule A attached.

5.2 Disclosure for Restructuring Transactions

Not applicable.

ITEM 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

ITEM 7. Omitted Information

Not applicable.

ITEM 8. Executive Officer

The following Officer of the Company may be contacted for further information:

Brian L. Presement, CEO
416-760-2888
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ITEM 9. Date of Report

This report is dated this 2nd day of May, 2018.

Schedule A

April 26, 2018 18:15 ET

Sagittarius Capital Announces Closing of Oversubscribed IRRI-Al-Tal Private Placement and Amendment to the LOI

TORONTO, April 26, 2018 (GLOBE NEWSWIRE) -- Sagittarius Capital Corporation (NEX Board:SCX.H) ("**Sagittarius**" or the "**Company**"), a capital pool company, is pleased to announce the first closing of IRRI-Al-Tal Ltd.'s ("**IRRI-Al-Tal**") previously announced brokered private placement of units of IRRI-Al-Tal (the "**IAT Units**") for gross proceeds of CAD$1.4 million (the "**Offering**") and the amendment to the letter of intent ("**LOI**") that IRRI-Al-Tal and the Company entered into on December 28, 2017 (please see press release dated January 16, 2018).

Closing of Financing

It was originally anticipated that IRRI-Al-Tal would raise up to CAD$600,000 ("**Initial Financing**") at a price of $0.25 per IAT Unit, with each IAT Unit being comprised of one common share in the capital of IRRI-Al-Tal ("**IAT Share**") and one-half of one common share purchase warrant ("**IAT Warrant**") with each whole IAT Warrant being exercisable into one IAT Share at a price of $0.33 per IAT Share.

As IRRI-Al-Tal began marketing of the Initial Financing the demand far exceeded the initially targeted $600,000 and the Company restructured the Initial Financing to raise up to $2,000,000 at a price of $0.35 per IAT Unit, with each IAT Unit being comprised of one IAT Share and one-half of one IAT Warrant with each IAT Warrant being exercisable into one IAT Share at a price equal to the lower of (i) $0.55 and (ii) the price per security at which securities are issued in any financing completed in connection with a qualifying transaction or other liquidity event for the Company. IRRI-Al-Tal has closed the first tranche of the Initial Financing for gross proceeds of approximately CAD $1.4 million by issuing 3,991,336 IAT Units. IRRI-Al-Tal intends to complete a closing of the second tranche shortly. Foundation Markets Inc., a Toronto-based investment banking firm registered as an Exempt Market Dealer acted as the sole financing agent for the Initial Financing. Yaniv Bresler Corporates Advisor ("**YB**") & Aloni Haft Investment Banking Ltd. ("**AHI**") acted as exclusive Israeli financial advisors to IRRI-Al-Tal and will continue to work with IRRI-Al-Tal's management as the company prepares to complete the proposed qualifying transaction with Sagittarius. The participants in the Initial Financing were investors from Canada and Israel.

Ohad Haber, CEO of IRRI-Al-Tal commented: "*We're very pleased with the strong reception of our financing by the Canadian investor community and thank the subscribers for their support. This is the first time IRRI-Al-Tal has sought outside investment. IRRI-Al-Tal has been developing and refining its business plan for over 14 years and we are excited to continue our expansion in the emerging markets. This capital will be important in helping us secure additional new projects in our key target markets, which include East Asia, Central and South America, and certain Balkan countries. We believe that IRRI-Al-Tal's strategy to target small and medium size farmers, which have been overlooked by larger players, serves an important mission of improving food supply in emerging markets.*"

All securities issued in connection with the Offering are subject to a hold period that will expire four-months and one day after the issuer becomes a reporting issuer in any province or territory of Canada or sooner if permitted by applicable securities laws. In connection with the Offering and as compensation for their services, the Company paid cash fees equal to 8% of the proceeds raised in the Offering and issued 319,307 Finders' options (the "**Finder Options**"). Each Finder Option is exercisable into one IAT Unit at a price of $0.35 per IAT Unit for a period of the lesser of five years from closing or 24-month from the Company completing a public listing.

Amendment to the LOI

The Company is also pleased to announce that it has signed an agreement to amend the LOI (the "**LOI Amendment**") to provide for the following:

- Amend the terms of the Initial Financing as outlined above;
- Amend the terms of the financing to be completed concurrently with the proposed qualifying transaction ("**Concurrent Financing**") to increase the price of the units to be offered to $0.60 with each unit being comprised of one IAT Share and one half of one warrant with each whole warrant being exercisable into one IAT Share at a price of $0.80 for a period of 24 months from closing. The size of the Concurrent Financing was also changed such that the minimum gross proceeds would be $3,000,000 and to the maximum gross proceeds would be $5,000,000;
- Extend the exclusivity date between IRRI-Al-Tal and the Company to December 31, 2018.

IRRI-Al-Tal continues to work with its advisors to prepare and submit requisite documentation to complete the proposed qualifying transaction with Sagittarius and will announce new updates as it continues to move through the listing process.

Prior to undertaking the Initial Financing IRRI-Al-Tal had 32,221,961 IAT Shares issued and outstanding and no other securities convertible into IAT Shares. After undertaking the Initial Financing (assuming fully subscribed), but before undertaking the Concurrent Financing it is expected that IRRI-Al-Tal will have the following securities issued and outstanding:

- 37,936,247 IAT Shares;
- 2,857,143 IAT Warrants; and
- 457,143 Finder Options.

IRRI-Al-Tal Management Team Additions

IRRI-Al-Tal is also pleased to welcome Mr. Gadi Levin to its team. It is intended that Mr. Levin will be an addition to the finance department of the Company and will assist with the completing of the Qualifying Transaction.

Mr. Levin, is currently serving as the Chief Financial Officer of a number of public companies listed in Canada and United States including Eco (Atlantic) Oil & Gas Ltd. (TSX-V:EOG), Emerald Medical Applications Corp. (OTCQB:MRLA), BriaCell Therapeutics Corp. (TSXV:BCT) and Vaxil Bio Ltd. (TSXV:VXL). In the past, Mr. Levin has served in a number of executive roles with Adira Energy Ltd., a company formerly listed on the TSX Venture Exchange (the "**Exchange**") that focused on oil and gas in Eastern Mediterranean, where he was responsible for multiple key management functions, including finance, treasury and accounting, investor relations, human resources, information technology and general management. He managed a budget in excess of US$75 million and played a key role in raising capital in both public and private offerings. Mr. Levin began his career in public accounting at Arthur Anderson and Ernst & Young, where, among other clients, he worked with software and biomedical companies. His experience spans multiple jurisdictions including South Africa, England and Israel. Mr. Levin is a CPA, holds a Bachelor of Commerce degree in Accounting and Information Systems from the University of the Cape Town, South Africa, a post graduate diploma in Accounting from the University of South Africa and MBA from Bar Ilan University in Israel.

About IRRI-Al-Tal

IRRI-Al-Tal is an Israeli irrigation and agriculture technology company and a global provider of smart irrigation and water systems solutions for agricultural producers. IRRI-Al-Tal was established in 2004 and employs 15 people worldwide. IRRI-Al-Tal develops, manufactures and delivers innovative solutions to agricultural growers which include: end-to-end solutions from the water source to the root zone; turnkey high-tech irrigation and greenhouse projects, supported by engineering and project management, in partnership with globally leading ag tech and integration companies. IRRI-Al-Tal's past projects include vineyards, water reservoirs, fish farms, sorghum silos, fresh produce cooling rooms and more, in over 15 countries.

IRRI-Al-Tal has begun development of a proprietary cloud-based solution named Precise Irrigation System ("**PIS**") – a data logging device and system that is connected to basic elements of the irrigation system. The data collected by the PIS is sent to a cloud server, where it is compiled together with available exogenous data (weather, geographic data, growing data etc.), analyzed using smart algorithms and returned to the farmer with a simple set of instructions/ recommendations regarding the real-time remote operations of the irrigation system. IRRI-Al-Tal's development plan is to include the PIS system as a default element in each new IRRI-Al-Tal irrigation system or as an upgrade for existing systems and ultimately create a valuable SaaS database for crops that use IRRI-Al-Tal's technology and its customers around the world.

Since inception, IRRI-Al-Tal has been 100% owned and funded by its CEO and founder Mr. Ohad Haber, who has over 30 years' experience in the agricultural industry. Rapidly growing population and increasing scarcity of arable land that is suitable for agricultural use are the key drivers for the smart irrigation market (especially in the emerging markets), have been driving demand for IRRI-Al-Tal's product and service offerings. A vast segment of the market that is comprised of smaller scale projects in developing nations have remained under the radar of the large irrigation technology companies. These factors have been behind the need for external capital in order to capitalize on these opportunities. For more information regarding IRRI-Al-Tal please visit http://www.irri-altal.com/.

For more information, please contact

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Forward-Looking Statements

Completion of the proposed qualifying transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the proposed qualifying transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

This press release contains "forward-looking information", as such term is defined in applicable Canadian securities legislation. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future developments, circumstances or results will materialize. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information in this press release is made as of the date of this press release, and each of Sagittarius and Alpaca disclaim any intention or obligation to update or revise such information, except as required by applicable law.