

Form 51-102F3
MATERIAL CHANGE REPORT

“CONFIDENTIAL”

ITEM 1 Reporting Issuer

Humber Capital Corporation, (TSX-V: RUM), (“Humber”)
200 – 17834 106 Avenue
Edmonton, AB
T5H 0S2

ITEM 2 Date of Material Change

March 24, 2009

ITEM 3 News Release

A press release setting out information relating to the material change described herein was issued by Humber on March 24, 2009, and was disseminated through the facilities of Filing Services Canada.

ITEM 4 Summary of Material Change

Humber announced today that its wholly owned subsidiary, Anderson’s Liquor Inc. (“Andersons”) has completed the 6 acquisitions, which was previously announced on February 20, 2009. As part of these acquisitions Humber is pleased to announce that it has completed the private placement of the convertible debenture as announced January 30, 2009.

ITEM 5 Full Description of Material Change

See the press release attached hereto as Schedule "A".

ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Peter Byrne, CEO
Tel: (780) 686-7383

ITEM 9 Date of Report

March 24, 2009

Schedule "A"

Press Release

RUM downs the 6-Pack

EDMONTON, March 24, 2009 - Humber Capital Corporation (TSX-V: **RUM**) ("Humber"), listed on the TSX Venture Exchange (the "Exchange"), announced today that its wholly owned subsidiary, Anderson's Liquor Inc. ("Andersons") has completed the 6 acquisitions, which was previously announced on February 20, 2009. As part of these acquisitions Humber is pleased to announce that it has completed the private placement of the convertible debenture (the "Debenture").

Humber announced on February 20, 2009, that Andersons was purchasing six additional liquor stores in Northern and Southern Alberta from three separate vendors. Andersons completed the final of the 6 acquisitions on March 24, 2009. With these stores and the newly built store in Rocky Mountain House, Andersons now operates 25 stores.

The non-brokered Debenture was issued to one of the vendors as part of the purchase consideration for three of these stores. Humber has obtained the required approvals for the Debenture.

The principal amount of the Debenture is for \$809,140. The Debenture is a 5-year unsecured subordinated note and will bear cash interest at 8.25% per annum payable annually. There are no principal payments, with the principal amount due at maturity, March 16, 2014. The Debenture can be converted into 2,568,968 common shares of Humber at the investor's option between July 17, 2009 and March 16, 2014 at a conversion price of \$0.315.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release contains "forward-looking statements" within the meaning of applicable securities laws relating to the debenture, the timing of conversion to common shares and payment of principal. Readers are cautioned not to place undue reliance on forward-looking statements. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that these events may not materialize. If they do materialize, there remains a risk of nonexecution for any reason (including but not limited to the failure to obtain the required approvals or clearances from regulatory authorities).

For further information:

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