Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Fitch Street Capital Corp. (the "Issuer")
Suite 600, Park Place
666 Burrard Street
Vancouver, British Columbia V6C 2X8

Item 2: Date of Material Change

June 17, 2016

Item 3: News Release

A news release was issued and disseminated on June 17, 2016 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4: Summary of Material Change

The Issuer announced the consolidation of its common shares and a private placement.

Item 5.1: Full Description of Material Change

See Schedule "A" as attached.

Item 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 senior officer of the Company is knowledgeable about the material change and this report:

Balraj Mann, President, Chief Executive Officer and Chief Financial Officer
Email: fitchstreet@gmail.com

Item 9: Date of Report

June 17, 2016.

Schedule "A"

Fitch Street Capital Corp.
Suite 600, Park Place
666 Burrard Street
Vancouver, British Columbia V6C 2X8

TSXV: FSC.H

FITCH STREET CAPITAL CORP. RECEIVED TSX VENTURE EXCHANGE APPROVAL TO THE CONSOLIDATION OF ITS COMMON SHARES & ANNOUNCES PRIVATE PLACEMENT & SHARES FOR DEBT SETTLEMENT

Vancouver, B.C., June 17, 2016 – Fitch Street Capital Corp. (the "**Company**") announces that it has received TSX Venture Exchange ("**TSX-V**") approval to the consolidation of its common shares (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share for every four (4) pre-consolidation Common Shares (the "**Consolidation**") as previously announced on May 18, 2016.

The Consolidation will be effective for trading purposes on June 22, 2016, under the current trading symbol: TSX-V: FSC.H. Following the Consolidation, the Company will have approximately 1,323,083 issued and outstanding Common Shares.

Registered Shareholders will receive a letter of transmittal from the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), with information on how to exchange their old share certificates representing pre-Consolidation common shares with the new share certificates representing post-Consolidation common shares. Computershare will forward to each registered shareholder who has provided the required documents a new share certificate representing the number of post-Consolidation common shares to which the shareholder is entitled. Until surrendered, each share certificate representing pre-Consolidation common shares of the Company will be deemed for all purposes to represent the number of whole post-Consolidation common shares to which the holder is entitled as a result of the Consolidation.

Private Placement

The Company also announces that it intends to raise up to $500,000 through a private placement post-Consolidation at a price of $0.05 per share (the "**Private Placement**"). The proceeds will be used for general working capital, and expenses related to evaluation and completion of a Qualifying Transaction. The Private Placement is subject to TSX-V approval.

The Company is a Capital Pool Company ("**CPC**") within the meaning of the policies of the Exchange and trades on the NEX board. The Company has not commenced commercial operations and has no assets other than cash. The Company is currently engaged in identifying and evaluating businesses and assets with a view to completing a Qualifying Transaction pursuant to TSX-V CPC policies.

Debt Settlement

The Company has entered into a debt settlement agreement (the "**Debt Settlement Agreement**") with certain creditors of the Company whereby the Company would issue common shares at a deemed price of $0.05 per common share in full and final settlement of the amounts owing to such creditors (the "**Shares for Debt Settlement**"). Pursuant to the Debt Settlement Agreement, $85,585 in debts would be settled and a total of 1,711,700 common shares would be issued to the creditors. The common shares received as part of the Shares for Debt Settlement will be subject to TSX-V approval.

On behalf of the Board of Directors of
FITCH STREET CAPITAL CORP.

"Balraj Mann"
Director, President, Chief Executive Officer and Chief Financial Officer

NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICE 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 does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable securities law, including without limitation, statements that address the Consolidation, the Private Placement, and the Shares for Debt Settlement. Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks. In particular, there is no guarantee that the Consolidation, the Private Placement or the Shares for Debt Settlement will be completed or if completed, will be completed up to a certain amount. Accordingly actual results may differ materially from those currently anticipated in such statements. Factors that could cause actual results to differ materially from those in forward looking statements include continued availability of capital and financing and general economic, market or business conditions, and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.