

GREEN SWAN CAPITAL CORP.

855 Brant Street
Burlington, Ontario L7R 2J9

Material Change Report

August 13, 2012

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

The name of the reporting issuer is Green Swan Capital Corp. (the "Issuer" or "GSC"). Its head office is located at 855 Brant Street, Burlington, Ontario, L7R 2J9.

Item 2. Date of Material Change

The material change occurred on July 31, 2012.

Item 3. News Release

The Issuer disseminated a News Release and filed the News Release on SEDAR on July 31, 2012.

Item 4. Summary of Material Change

Effective July 31, 2012, the Issuer completed a private offering of 590,000 equity units (the "Units") at a price of \$0.10 per Unit for a gross aggregate amount of \$59,000 and a private offering of 1,687,000 flow-through units (the "Flow-Through Units") at a price of \$0.12 per Flow-Through Unit for a gross aggregate amount of \$202,440. The two combined private placements raised gross aggregate proceeds of \$261,440 (the "Offering").

Item 5. Full Description of Material Change

Please see attached copy of news release.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

Item 7. Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

Item 8. **Executive Officers**

For further information, please contact Peter M. Clausi, Chief Executive Officer of the Issuer, at (905) 681-1925.

Item 9. **Date of Report**

DATED at Burlington, Ontario this 13th day of August, 2012.

GTA RESOURCES AND MINING INC.

Per: "*Peter M. Clausi*"

Peter M. Clausi, Chief Executive Officer



GSW: TSX-V

GREEN SWAN CAPITAL CORP. ANNOUNCES CLOSING OF FINANCING

Burlington, ON. August 13, 2012. Green Swan Capital Corp. (**GSW: TSX-V**) announces a revision to the closing of a non-brokered common share financing.

Green Swan Capital Corp. ("**GSC**") announced today that it has completed the closing of a private offering of CDN\$261,440 by way of two non-brokered private placements (the "**Offerings**").

Details of the Offerings are as follows:

- (i) a gross aggregate amount of \$59,000 by the sale of 590,000 equity units (the "**Units**") of GSC at a price of CDN \$0.10 per Unit. Each Unit shall consist of one (1) common share of GSC (the "**Common Share**") and one-half (1/2) warrant to purchase an additional Common Share at a price of \$0.15 (the "**Warrant**") for a period of eighteen (18) months from the date of closing (the "**Warrant Expiry Date**"). In the event that the closing price of the Common Shares as quoted by the primary exchange upon which the Common Shares trade or are quoted is equal to or greater than \$0.30 for a period of twenty (20) consecutive trading days, then the Warrant Expiry Date shall be the earlier of thirty (30) calendar days after the end of such 20-day trading period and the Warrant Expiry Date, without further notice or action being required by or of the Corporation, and if any Warrants remain unexercised as of the accelerated warrant expiry date (the "**Accelerated Warrant Expiry Date**") such unexercised Warrants shall expire and the owner of such expired Warrants shall have no right to exercise such expired warrants; and
- (ii) a gross aggregate amount of \$202,440 by the sale of 1,687,000 flow-through units of GSC (the "**Flow-Through Units**") at a price of CDN \$0.12 per Flow-Through Unit. Each Flow-Through Unit consists of one (1) Common Share of GSC (the "**Flow-Through Common Share**") and one-half (1/2) warrant to purchase an additional

Flow-Through Common Share at a price of \$0.15 (the “**Warrant**”) for a period of eighteen (18) months from the date of the Subscription Agreement (the “**Warrant Expiry Date**”). In the event that the closing price of the Flow-Through Common Shares as quoted by the primary exchange upon which the Flow-Through Common Shares trade or are quoted is equal to or greater than \$0.30 for a period of twenty (20) consecutive trading days, then the Warrant Expiry Date shall be the earlier of thirty (30) calendar days after the end of such 20-day trading period and the Warrant Expiry Date, without further notice or action being required by or of the Corporation, and if any Warrants remain unexercised as of the accelerated warrant expiry date (the “**Accelerated Warrant Expiry Date**”) such unexercised Warrants shall expire and the owner of such expired Warrants shall have no right to exercise such expired warrants.

Compensation

Compensation with respect to the Offering was paid to registrants who participated in the financing. Those registrants were paid a cash commission of 7% and were issued broker warrants equal to 7% of the units they contributed to the financing. This resulted in cash commissions of \$15,151 and 127,890 broker warrants being issued to participating registrants. The broker warrants have the same characteristics as the Warrants.

The proceeds of the Offerings will be used to advance the exploration on its exploration properties and for general working capital purposes.

Forward Looking Statements

This news release contains certain statements that constitute forward-looking statements as they relate to the Company and its management. Forward-looking statements are not historical facts but represent management’s current expectations of future events, and can be identified by words such as “believe”, “expects”, “will”, “intends”, “plans”, “projects”, “anticipates”, “estimates”, “continues”, and similar expressions. Although management believes that expectations represented in such forward-looking statements are reasonable, there can be no assurance that they will prove to be correct.

By their nature, forward-looking statements include assumptions and are subject to inherent risks and uncertainties that could cause actual future results, conditions, actions or events to differ materially from those in the forward-looking statements. If and when forward-looking statements are set out in this news release, GSC will also set out the material risk factors or assumptions used to develop the forward-looking statements. Except as expressly required by applicable securities laws, the Company assumes no obligation to update or revise any forward-looking statements. The future outcomes that relate to forward-looking statements may be influenced by many factors, including, but not limited to: reliance on key personnel; risks of future legal proceedings; income tax matters; availability and terms of financing; distribution of securities; effect of market interest rates on price of securities, and potential dilution.

About Green Swan Capital Corp.

Green Swan Capital Corp. is a Canadian mineral exploration company primarily engaged in the business of acquiring, exploring and dealing in mineral properties in Canada.

On Behalf of the Board of Directors
GREEN SWAN CAPITAL CORP.

“Peter M. Clausi”

Peter M. Clausi
President, CEO and Director

For Further Information:
Peter M. Clausi
pclausi@brantcapital.ca
905-681-1925

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