

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Capricorn Business Acquisitions Inc.
77 King Street West
Suite 3000, PO Box 95 TD Centre
Toronto, Ontario M5K 1G8

ITEM 2. Date of Material Change

March 21, 2017

ITEM 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on March 21, 2017 via Marketwired news service.

ITEM 4. Summary of Material Change

Capricorn Business Acquisitions Inc. (the "**Company**") (NEX: CAK.H) has announced that it has completed a consolidation of the common shares of the Company on a three (3) old shares for one (1) new share basis (the "**Consolidation**"). The Consolidation, among other matters, was approved at the annual and special meeting of shareholders of the Company held on February 14, 2017.

The Company has also announced the completion of a non-brokered private placement offering of 4,285,708 post-Consolidation common shares (the "**Offering Shares**") at a subscription price of C\$0.07 per Offering Share for gross proceeds of \$300,000 (the "**Private Placement**"). The Private Placement is subject to final approval of the TSX Venture Exchange.

The net proceeds from the Private Placement are intended to be used to cover ongoing expenses associated with the Company's continuous disclosure obligations and to cover the expenses associated with achieving its corporate objectives and increase shareholder value, which as a CPC, means identifying and completing a "Qualifying Transaction". The net proceeds of the Private Placement are also expected to be used to pay down the principal and interest on a previously announced \$45,000 loan owing by the Company (see the press release of the Company dated December 20, 2016).

Insiders of the Company subscribed for an aggregate of 214,284 Offering Shares in connection with the Private Placement, which shares will be subject to escrow pursuant to the CPC policies of the TSXV. Such subscriptions are considered related party transactions within the meaning of Multilateral Instrument 61-101 ("**MI 61-101**"). The Company is relying on an exemption from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(b) of MI 61-101 in respect of any insider participation in the Private Placement.

Each of Messrs. Sruli (Yisroel) Weinreb, Oleksandr Storcheus and David Posner are directors of the Company and, either directly or through wholly-owned companies, have subscribed for 71,428 common shares pursuant to the Offering. Each of Messrs. Weinreb, Storcheus and Posner are a "related party" of the Company within the meaning of MI 61-101, and each now beneficially owns, or exercises control or direction over, 71,428 common shares of the Company

(or, approximately 1.06% of the issued and outstanding common shares of the Company on a non-diluted basis).

The Company's board of directors approved the Private Placement, including the related party subscription. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

The Company has not received nor has it requested a valuation of its securities to be issued as part of the related party subscription in the 24 months prior to the date hereof.

This material change report was filed less than 21 days prior to the date of the closing of the Private Placement. The shorter period was necessary because the Company wished to close the Private Placement in connection with the completion of the consolidation, for sound business reasons and in a timeframe consistent with usual market practices for transactions of this nature.

The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

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:

Yvan Routhier
CEO, President and Director
(514) 249-0714
routhieryvan@hotmail.com

ITEM 9. Date of Report

This report is dated this 31st day of March, 2017.

Schedule A

March 21, 2017 16:42 ET

CAPRICORN BUSINESS ACQUISITIONS INC. COMPLETES CONSOLIDATION AND PRIVATE PLACEMENT

Toronto, Ontario (March 21, 2017) Capricorn Business Acquisitions Inc. (the "**Company**") (NEX: CAK.H) is pleased to announce that it has completed a consolidation of the common shares of the Company on a three (3) old shares for one (1) new share basis (the "**Consolidation**"). The Consolidation, among other matters, was approved at the annual and special meeting of shareholders of the Company held on February 14, 2017.

The Company has also completed today a non-brokered private placement offering of 4,285,708 post-Consolidation common shares (the "**Offering Shares**") at a subscription price of C\$0.07 per Offering Share for gross proceeds of \$300,000 (the "**Private Placement**"). The Private Placement is subject to final approval of the TSX Venture Exchange (the "**TSXV**").

The Offering Shares are subject to a statutory four month-plus-one-day hold period from the date of closing, expiring on July 22, 2017. The net proceeds from the Private Placement are intended to be used to cover ongoing expenses associated with the Company's continuous disclosure obligations and to cover the expenses associated with achieving its corporate objectives and increase shareholder value, which as a CPC, means identifying and completing a "Qualifying Transaction". The net proceeds of the Private Placement are also expected to be used to pay down the principal and interest on a previously announced \$45,000 loan owing by the Company (see the press release of the Company dated December 20, 2016).

Insiders of the Company subscribed for an aggregate of 214,284 Offering Shares in connection with the Private Placement, which shares will be subject to escrow pursuant to the CPC policies of the TSXV. Such subscriptions are considered related party transactions within the meaning of Multilateral Instrument 61-101 ("**MI 61-101**"). The Company is relying on an exemption from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(b) and 5.7(b) of MI 61-101 in respect of any insider participation in the Private Placement.

After completion of the Consolidation and the Private Placement, the Company has 6,750,509 post-Consolidation common shares issued and outstanding.

In connection with the Consolidation, the Company, as previously announced, has also determined to amend the exercise price of an aggregate of 462,148 pre-Consolidation (154,050 post-Consolidation) stock options, each dated February 27, 2015, held by directors and officers of the Company from the pre-Consolidation price of \$0.05 to a price per share equal to the greater of (a) \$0.10 per post-Consolidation common share, and (b) the Discounted Market Price (as defined in the policies of the TSXV) on the date that is two trading days after the completion of the Consolidation. Such re-pricing amendment is expected to take effect on March 23, 2017 after market close.

About Capricorn

The Company is a NEX listed company and classified as a Capital Pool Corporation as defined in TSXV Policy 2.4. The Company's principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction within the meaning of TSXV policies.

For more information please contact:

Capricorn Business Acquisitions Inc.
Yvan Routhier
CEO, President and Director
(514) 249-0714
routhieryvan@hotmail.com

Caution Regarding Forward-Looking Statements

Certain statements in this press release may constitute "forward looking statements" which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this press release, such statements may use such words as "may", "will", "expect", "believe", "plan" and other similar terminology. These statements include, but are not limited to, expectations regarding the use of proceeds of the Private Placement and the option repricing. These statements reflect management's current expectations regarding future events and speak only as of the date of this press release. The forward looking statements involve a number of risks and uncertainties. These risks and uncertainties include, but are not limited to, the Company's stage of development, capital requirements and future ability to fund operations, regulatory requirements, general economic, market or business conditions. The foregoing list of factors is not exhaustive. The Company undertakes no obligation to update publicly or revise any forward looking statements, whether a result of new information, future results or otherwise, except as required by law.

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.