Form 51–102F3
Material Change Report

Item 1 Name and Address of Company

BTU Capital Corp.
(the "Company")
Suite 125A - 1030 Denman Street
Vancouver, British Columbia V6G 2M6

Item 2 Date of Material Change

September 20, 2011

Item 3 Date of News Release

The Company disseminated the news release on September 20, 2011, via Stockwatch and filed it via SEDAR with the British Columbia and Alberta Securities Commissions and the TSX Venture Exchange.

Item 4 Summary of Material Change

The Company announced it has amended certain terms of the non-binding Letter of Intent (the "LOI") with Snowcap Energy Inc. ("SEI"), pursuant to which the Company will acquire (the "SEI Acquisition") all of SEI's issued and outstanding shares, originally announced on June 28, 2011.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Walter Brenner, President, CEO and Director, (604) 818-2617
Email: walterbrenner@hotmail.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 20th day of September, 2011.

BTU CAPITAL CORP.

"Walter Brenner"

Per: Walter Brenner

BTU Capital Corp. Amends Terms of the Acquisition of the Shares of Snowcap Energy Inc.

Vancouver, British Columbia, Canada (Marketwire – September 20, 2011**) -** BTU Capital Corp. (TSX VENTURE EXCHANGE: BTU.P)

BTU Capital Corp. ("BTU" or "the Company") announced today that it has amended certain terms of the non-binding Letter of Intent (the "LOI") with Snowcap Energy Inc. ("SEI"), pursuant to which the Company will acquire (the "SEI Acquisition") all of SEI's issued and outstanding shares, originally announced on June 28, 2011.

The terms to be amended are as follows:

1. The consolidation and consideration

Previously, on June 28, 2011, the Company announced that it intended to consolidate its outstanding and issued shares on a 3.5-to-1 basis, and then on a consolidated basis to acquire all of the issued and outstanding shares of SEI, in consideration of which the Company will issue 6 million shares from its treasury.

The Company now intends to consolidate its outstanding and issued shares on a 4-to-1 basis, and then on a consolidated basis to acquire all of the issued and outstanding shares of SEI, in consideration of which the Company will issue 8 million shares from its treasury.

2. The private placement financing

Previously, on June 28, 2011, the Company announced that it intended to sell up to 4 million units (the "Units"), consisting of one BTU share at $0.15 plus one share-purchase warrant exercisable at $0.25 per BTU share for a period of two years, for gross proceeds of up to $600,000, by way of an non-brokered private placement.

The Company now intends to sell up to 7 million units (the "Units") of BTU at the price of $0.15 per Unit for gross proceeds of up to $1,050,000, excluding the potential proceeds from the exercise of associated warrants, by way of an non-brokered private placement. Each Unit will remain consisting of one BTU share at $0.15 plus one share-purchase warrant exercisable at $0.25 per BTU share for a period of two years.

All other material terms of the SEI Acquisition remain unchanged. The SEI Acquisition and all related proposed transactions are subject to Exchange approval.

On Behalf of the Board of Directors of BTU Capital Corp.

Walter Brenner, President & CEO

About BTU

The Company is designated as a Capital Pool Company by the TSXV. It has not commenced commercial operations and has no assets other than cash. Since the completion of its initial public offering, the Company's sole business has been to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined in the Exchange Policy 2.4). Any proposed Qualifying Transaction must be approved by the TSXV and, in the case of a non-arm's length Qualifying Transaction, must also receive majority approval of the minority shareholders. Until the completion of a Qualifying Transaction, BTU will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction. For further information regarding BTU, the offering, and BTU's management team, see the Prospectus and BTU's disclosure documents on SEDAR at www.sedar.com.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.
Completion of the SEI Acquisition 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 transaction cannot close until the required Exchange and 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.

Forward Looking Statement

Statements contained in this news release that are not historical facts constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities laws and are based on expectations, estimates and projections as of the date of this release. Forward-looking statements include, without limitation, possible events, statements with respect to possible events, the future price of gold and silver, the realization of mineral resource estimates and success of exploration activities. The words "is expected" or "estimates" or variations of such words and phrases or statements that certain actions, events or results "may" or "could" occur and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. All of the forward-looking statements made in this release are qualified by these cautionary statements and those made in our other filings with the securities regulators in Canada. These factors are not intended to represent a complete list of the factors that could affect the Company. Although the Company believes that the expectations in the forward-looking statements are reasonable, actual results may vary, and future results, levels of activity, performance or achievements cannot be guaranteed.

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. 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.

For more information, please contact

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