FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

Crimson Falcon Capital Corp.
Suite 300 – 6300 River Road
Richmond, BC V6X 1X5

2. Date of Material Change

June 25, 2010

3. News Release

A press release was disseminated on June 25, 2010 through Canada Stockwatch and Market News.

4 Summary of Material Change

The Company has completed its initial public offering of 2,500,000 common shares issued at a price of $0.10 per common share and the Company's common shares are expected to commence trading on the TSX Venture Exchange (the "**TSX-V**") shortly.

5. Full Description of Material Change

The Company is a capital pool company pursuant to Policy 2.4 of the TSX-V. The Company's final prospectus, dated May 31, 2010, has been filed and accepted by the TSX-V. The British Columbia Securities Commission issued a receipt for the Company's final prospectus on June 1, 2010.

The Company has completed its initial public offering (the "**Offering**") of 2,500,000 common shares issued at a price of $0.10 per common share in gross proceeds to the Company of $250,000, being $221,600 in net proceeds. A commission of 10% of the gross proceeds of the offering was paid to the Company's agent, PI Financial Corp. ("**PI**"). In addition, PI received 250,000 non-transferable options each entitling PI to purchase one common share at $0.10 per share for a period of 24 months, in consideration for its services as the Company's agent.

The Company previously received gross proceeds of $110,001 from the sale of 2,200,000 common shares (the "**Seed Shares**") to its directors and officers prior to the offering. All Seed Shares were placed in escrow in accordance with the policies of the TSX-V.

The Company will use the net proceeds for examination and possible participation in, or acquisition of, assets or businesses.

The capitalization of the Company consists of an unlimited number of common shares without par value, of which 4,700,000 common shares are issued and outstanding. Of these 4,700,000 common shares, 2,200,000 are held in escrow.

The Company has also granted incentive stock options to its directors and officers to acquire up to an aggregate of 470,000 common shares at a price of $0.10 per share.

The Company's common shares are expected to commence trading on the TSX-V shortly under the symbol "CFC.P".

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

This report is not being filed on a confidential basis.

7. Omitted Information

Not applicable.

8. Executive Officer

Gee Ming Chiang, Chief Executive Officer
Telephone: (604) 288-2756

9. Date of Report

June 25, 2010