

**FORM 51-102F3
Material Change Report**

ITEM 1. NAME AND ADDRESS OF COMPANY

Priceless Piranha Capital Corp. (the "Company")
Suite 1200 – 999 West Hastings Street
Vancouver, British Columbia V6C 2W2

ITEM 2. DATE OF MATERIAL CHANGE

September 5, 2012

ITEM 3. PRESS RELEASE

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on September 20, 2012.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that on September 5, 2012 it entered into a letter of intent for the acquisition (the "Proposed Transaction") of Mission Ready Services Inc. ("MRSI"), a private company incorporated under the federal law of Canada. The Proposed Transaction is an arm's length transaction and accordingly will not require the approval of the Company's shareholders. Upon completion of the Proposed Transaction the business of MRSI will become the business of the Company.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated September 20, 2012, which is available at www.sedar.com

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

None.

ITEM 8. EXECUTIVE OFFICER

Contact: David W. Smalley, President & CEO
Telephone: 604-669-5244

ITEM 9. DATE OF REPORT

September 28, 2012