

**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

October 22, 2012

ITEM 3. PRESS RELEASE

The news release was disseminated through Stock Watch and MarketNews and filed on SEDAR on October 24, 2012.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that all propposed resolutions were passed at the Company's Annual General and Special Meeting of Shareholders held on October 22, 2012.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please see the Company's news release dated October 24, 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

October 24, 2012