

**Form 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Reporting Issuer

Carrus Capital Corporation
1500 – 885 West Georgia Street
Vancouver BC
V6C 3E8

(the “Company” or “Carrus”)

Item 2. Date of Material Change

January 15, 2014

Item 3. News Release

A News Release dated January 15, 2014 was disseminated via Stockwatch.

Item 4. Summary of Material Changes

A summary of the nature and substance of the material change is as follows:

Carrus Capital Corp Announces Change in Board of Directors

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Carrus Capital Corp. (CHQ: TSX-V) (the “Company”) is pleased to announce the appointment of Chester Shynkaryk and Donald Gordon to the Company’s Board of Directors.

Mr. Shynkaryk was the founding president of Golden Queen Mining Company Ltd. and Visionary Mining Corp. As an officer and Director, he has over 30 years of experience in junior public company management, promotion and finance.

Mr. Gordon is the Vancouver representative for the Canadian National Stock Exchange, and has operated as an Independent Consultant to Investment Dealers conducting business assessments and to Issuers in a wide range of industries during the past 8 years. Previously he had 17 years of corporate finance and marketing management experience with the Vancouver Stock Exchange/CDNX. He is the founding Executive Director of the Canadian Listed Company Association, and serves as a Director on four reporting Issuers.

The Company also announces the resignation of Gregory Andrews and Douglas Johnson. The Company would like to thank Messrs. Johnson and Andrews for their contributions to the Company and wishes them continued success.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

For further information, please contact Bruce Schmidt at **(604) 760-0160**.

Item 9. Date of Report

January 16, 2014