Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

CARRUS CAPITAL CORPORATION (the "**Company**")
Suite 1128 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

August 14, 2017 and August 16, 2017

Item 3 News Release

The news release was disseminated on August 16, 2017 by way of the facilities of Market News and Stockwatch. Copies were also filed on sedar with the applicable securities commissions.

Item 4 Summary of Material Change

The Company announced the closing of a non-brokered private placement of special warrants and the closing of the second tranche non-brokered private placement of units.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company announced that further to its news release dated August 4, 2017, the Company has raised gross proceeds of **$3,500,000** through the distribution of **23,333,333** special warrants ("**Special Warrants**") of the Company at a price of **$0.15** per Special Warrant.

Each Special Warrant entitles the holder to receive, without payment of any additional consideration or need for further action, one unit ("**Unit**") of the Company. Each Unit comprising of one common share ("**Share**") and one share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to acquire one additional Share at **$0.20** on or before August 16, 2019.

The Special Warrants will convert to Units on the earlier of: (i) four months and a day after closing of the placement; and (ii) the receipt of a final prospectus qualifying the Shares and underlying Warrants.

Finders' fees of 2,333,333 Special Warrants (the "**Finder Warrant**") and $350,000 were paid in connection with this financing. Each Finder Warrant entitles the holder thereof to purchase one Unit. Each Unit comprising of one common share ("**Share**") and one share purchase warrant ("**Warrant**"). Each Warrant entitles the holder to acquire one additional Share at **$0.20** on or before August 16, 2019.

The net proceeds of the offering, together with the Company's current investment capital, will be used by the Company to expand its existing investment business. The Company intends to explore investment opportunities in a variety of technologies related to alternative emerging asset classes, as well as direct investment in aforementioned asset classes.

The Company also wishes to announce that further to its news releases dated January 27, 2017 and March 20, 2017 it has closed the second tranche of its non-brokered private placement and issued a total of 366,667 units (the "**Units**") priced at $0.15 per Unit, for gross proceeds of $55,000. Each Unit consists of one common share (the "**Share**") and one share purchase warrant (the "**Warrant**"). Each Warrant entitles the holder to acquire one additional Share at **$0.20** on or before August 14, 2019.

The securities issued in relation to the second tranche closing are subject to a regulatory four-month hold period expiring December 15, 2017.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Theo van der Linde, Chief Financial Officer

Business Telephone: 604 687 2038
Facsimile: 604 687 3141

Item 9 Date of Report

August 16, 2017