<u>FORM 51-102F3</u>

Material Change Report

1. **Name and Address of Company:**

   Dragonfly Capital Corp.
   #1518 - 1030 West Georgia Street
   Vancouver, BC
   V6E 2Y3

   (the "Company")

2. **Date of Material Change:**

   September 9, 2013

3. **Press Release:**

   Please see SEDAR for press release issued through Canada Stockwatch and Market News on September 9, 2013.

4. **Summary of Material Change:**

   Dragonfly Capital Corp. wishes to announces that it has terminated its option agreement dated October 15, 2012, as amended, with Pacific Arc Resources Ltd. effective as of the date of this news release and shall have no further force or effect.

5. **Full Description of Material Change:**

   See Attached News Release “Schedule A”.

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102:**

   Nothing in this form is required to be maintained on a confidential basis.

7. **Omitted Information:**

   Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

   Harry Chew, President and Chief Executive Officer
   Telephone: (604) 689-2646

9. **Date of Report:**

September 9, 2013

DRAGONFLY CAPITAL CORP.

"*Harry Chew*"
By: ____________________________________

President and Chief Executive Officer
(Official Capacity)

Harry Chew
(Please print here name of individual whose signature appears above.)

Schedule "A"

DRAGONFLY CAPITAL CORP.
Suite 1518 - 1030 West Georgia Street
Vancouver, British Columbia
V6E 2Y3

For Immediate Release

DRAGONFLY CAPITAL CORP. ANNOUNCES TERMINATION OF PROPOSED QUALIFYING TRANSACTION

Vancouver, BC., September 9, 2013 – Dragonfly Capital Corp. (TSX-V:DRC.H – "**Dragonfly**"**)**, wishes to announce that it has terminated its option agreement dated October 15, 2012, as amended, with Pacific Arc Resources Ltd. (the "**Agreement**") effective as of the date of this news release and shall have no further force or effect. This Agreement was intended to have served as the basis for Dragonfly's qualifying transaction under the policies of TSX Venture Exchange. As per the Company's news release dated February 5, 2013 the Company's shares have been transferred to the NEX Board ("**NEX**"). The Company will seek to have its common shares reinstated for trading on NEX as soon as possible.

For more information, please contact:

DRAGONFLY CAPITAL CORP.
Harry Chew
President and Chief Executive Officer
Tel: 604 689-2646

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.