FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Canada Pacific Capital Corp.
77 King Street West
Suite 3000
Toronto, Ontario M5K 1G8

Item 2 Date of Material Change

April 1, 2013.

Item 3 News Release

The press release in the form of Schedule A attached hereto was disseminated via Marketwire news service on April 9, 2013.

Item 4 Summary of Material Change

Canada Pacific Capital Corp. (the “Corporation”) (TSXV: CPR.P) has announced that at its annual and special shareholders' meeting (the "Meeting") held on April 1, 2013, shareholders of the Company passed a resolution to approve the application to list the Company's common shares on the NEX board of the TSX Venture Exchange ("TSXV"). Pursuant to TSXV Policy 2.4 - Capital Pool Companies, 50% of the seed shares purchased by Non-Arm's Length Parties, as that term is defined under the TSXV Policies, at a discount to the initial public offering price must be cancelled upon transfer of a capital pool company from the TSXV to NEX. Accordingly, 1,050,000 common shares of the Company held by Non-Arm's Length Parties have been cancelled. These actions are a result of the Company's inability to complete a Qualifying Transaction within the time period prescribed by the TSXV.

Of the nominees for director put forth by management at the Meeting, Adam Szweras, Mendel Ekstein and Catherine Lu were elected. Anil Singh and Chris Hazelton, nominees put forth at the Meeting by shareholders, were also elected.

On April 1, 2013, Catherine Lu resigned as director and chief executive officer of the Company. The board of directors on behalf of the Company thanks her for her service and contribution. Michael Lam has agreed to replace Ms. Lu on the board of directors and will continue to serve as chief financial officer of the Company.

The Company has also announced the appointment of Chris Hazelton as the chief executive officer of the Company. Mr. Hazelton is a Certified General Accountant with significant experience in a variety of industries.

Further, effective April 8, 2013, Iain Kelso has been appointed as a director of the Company.

Item 5 Full Description of Material Change

See Schedule A attached.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential.

Item 8 Executive Officer

The following person may be contacted for further information:

Adam Szweras
Corporate Secretary
Phone: (416) 841-8827

Item 9 Date of Report

April 9, 2013.

Schedule A

TSXV: CPR.P
April 09, 2013 14:06 ET

Canada Pacific Capital Corp. Provides Update on Shareholders' Meeting

TORONTO, ONTARIO--(Marketwire - April 9, 2013) - Canada Pacific Capital Corp. ("CPCC" or the "Company") (TSX VENTURE:CPR), a capital pool company, today announces that at the annual and special shareholders' meeting (the "Meeting") held on April 1, 2013, shareholders of the Company passed a resolution to approve the application to list the Company's common shares on the NEX board of the TSX Venture Exchange ("TSXV"). Pursuant to TSXV Policy 2.4 - Capital Pool Companies, 50% of the seed shares purchased by Non-Arm's Length Parties, as that term is defined under the TSXV Policies, at a discount to the initial public offering price must be cancelled upon transfer of a capital pool company from the TSXV to NEX. Accordingly, 1,050,000 common shares of the Company held by Non-Arm's Length Parties have been cancelled. These actions are a result of the Company's inability to complete a Qualifying Transaction within the time period prescribed by the TSXV.

Of the nominees for director put forth by management at the Meeting, Adam Szweras, Mendel Ekstein and Catherine Lu were elected. Anil Singh and Chris Hazelton, nominees put forth at the Meeting by shareholders were also elected. Anil Singh has an Honours Bachelor degree in economics from the University of Toronto and an MBA degree from the University of Newcastle. Mr. Singh brings over seven years of experience in the financial services and merchant banking sectors.

On April 1, 2013, Catherine Lu resigned as director and chief executive officer of the Company. Catherine Lu has been a Director and chief executive officer of the Company since the Company's formation in May 2010. The board of directors on behalf of the Company thanks her for her service and contribution. Michael Lam has agreed to replace Ms. Lu on the board of directors and will continue to serve as chief financial officer of the Company. The Company is pleased to announce the appointment of Chris Hazelton as the chief executive officer of the Company. Mr. Hazelton is a Certified General Accountant with significant experience in a variety of industries. His career focus since 2007 has been in development stage public companies listed in Canada and the US; managing financial statement and MD&A compilation, developing systems of internal controls and liaising with operational management and members of the board of directors. Mr. Hazelton earned an Honors Bachelor of Commerce degree from McMaster University in 1998 and obtained a CGA accreditation in 2007.

Further, effective April 8, 2013, Iain Kelso has been appointed as a director of the Company. Mr. Kelso has over 10 years of experience in the mineral exploration industry with extensive experience in mineral resource estimation, NI 43-101 reporting, and management of exploration programs involving a variety of commodities and projects in North and South America, Southern Africa, and Central Asia. Mr. Kelso is a Qualified Person under the terms defined by NI 43-101.

The Company continues to seek out opportunities for a potential Qualifying Transaction.

Forward-Looking Statements

This press release contains "forward looking information", as such term is defined in applicable Canadian securities legislation. There can be no assurance that such information will prove to be accurate or that management's expectations or estimates of future *developments, circumstances or results will materialize. Accordingly, readers should not place undue reliance on forward looking information. The forward looking information in this press release is made as of the date of this press release, and the Company disclaims any intention or obligation to update or revise such information, except as required by applicable law.*

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

Contact Information:

Canada Pacific Capital Corp.
Adam Szweras, Director
(416) 941-8827