

MATERIAL CHANGE REPORT
51-102F3

Item 1 Name and Address of Company

Kramer Capital Corp. (the “**Company**” or “**Kramer**”)
Suite 1703, Three Bentall Centre
595 Burrard Street
Vancouver, BC V7X 1J1 Canada

Item 2 Date of Material Change

February 8, 2017

Item 3 News Release

A news release disclosing the material change described herein was issued by the Company on February 9, 2017 and disseminated through the facilities of The Newsfile Corp.

Item 4 Summary of Material Change

On February 9, 2017 the Company announced that it has entered into a letter of intent dated February 8, 2016 with 1082138 B.C. Ltd. (“BC”) pursuant to which Kramer has agreed to acquire BC, which holds the right to earn 80% of the Mon gold property located in the Northwest Territories

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Schedule “A” attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

Item 7 Omitted Information

Not applicable

Item 8 Executive Officer

Richard Graham, Director (Tel: 604.488.8717)

Item 9 Date of Report

February 9, 2017

SCHEDULE “A”

KRAMER CAPITAL CORP.
Suite 1703, 595 Burrard Street
Vancouver, British Columbia
V7X 1J1

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PRESS RELEASE

Kramer Capital Corp. Announces Letter of Intent for Proposed Qualifying Transaction

February 9, 2017 - Vancouver, British Columbia: Kramer Capital Corp. (the “**Corporation**” or “**Kramer**”) (NEX: KRM.H) is pleased to announce it has entered into a letter of intent dated February 8, 2016 (the “**Letter of Intent**”) with 1082138 B.C. Ltd. (“**BC**”) pursuant to which Kramer has agreed to acquire BC, which holds the right to earn 80% of the Mon gold property (the “**Mon Property**”) located in the Northwest Territories.

Kramer was incorporated under the laws of Alberta and continued into British Columbia with its a head office in Vancouver, British Columbia. It is a “capital pool company” under the policies of the TSX Venture Exchange (the “**Exchange**”) and is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. It is intended that the acquisition of BC will constitute a “qualifying transaction” of the Corporation, as such term is defined in the policies of the Exchange (the “**Qualifying Transaction**”).

The Qualifying Transaction will be carried out by parties dealing at arm’s length to one another and therefore will not be considered to be a “Non-Arm’s Length Qualifying Transaction”, as such term is defined under the policies of the Exchange. As result, a meeting of the shareholders of the Corporation to approve the Qualifying Transaction is not a condition required to complete the Qualifying Transaction.

The Qualifying Transaction

Pursuant to the terms of the Letter of Intent, Kramer and BC will negotiate and enter into a definitive agreement incorporating the principal terms of the Letter of Intent.

Subject to any Exchange, regulatory, shareholder, director or other approvals that may be required, the completion of satisfactory due diligence by Kramer and BC, the completion of the Kramer Financing (as described below) and the satisfaction of other conditions contained in the Letter of Intent, it is currently anticipated that the Corporation will issue 34,020,000 common shares (“**Kramer Shares**”), 10,238,500 warrants and 250,000 options to acquire BC.

The Mon Property is located 45 kilometres north of Yellowknife and consists of 11 mining leases and two mineral claims. These interests are held under option by New Discovery Mines Ltd. pursuant to an option agreement with Giauque Holdings Ltd. that grants a 2.0% NSR royalty to Giauque. BC has entered into an agreement to acquire 80% of the Mon property by spending C\$ 6 million over three years on exploration or development and putting the Mon property into production by December 31, 2019.

Upon completion of the Qualifying Transaction, the resultant entity (the “**Resulting Issuer**”) will be engaged in the business of mineral exploration and the development of the Mon Property. In addition, the Resulting Issuer may explore and develop such other properties and interests as may be subsequently acquired by the Resulting Issuer.

In connection with the transaction, Brian Bayley, Richard A. Graham and Sandra Lee will step down from the corporation's board of directors. It is expected that Ronald Handford, Grant Block, Ian Klassen and John Campbell will be appointed to the board. In addition, Mr. Bayley will step down as the president, chief executive officer, chief financial officer and corporate secretary of the company. Mr. Handford is expected to be named chief executive officer of the Resulting Issuer and Andriyko Herchak is expected to be named the chief financial officer of the Resulting Issuer.

Proposed Financing

The terms of the Letter of Intent provide that BC shall arrange for the completion of a non-brokered private placement by Kramer of subscription receipts (the “**Subscription Receipts**”) for minimum gross proceeds of C\$ 1,000,000 and maximum proceeds of C\$2,500,000 (the “**Kramer Financing**”) prior to or concurrent with the closing of the Qualifying Transaction. The Corporation may pay finder's fees to certain registrants or eligible persons exempt from registration on a portion of the Kramer Financing. Proceeds of the Kramer Financing will be held in escrow pending closing of the Qualifying Transaction. The net proceeds of the Kramer Financing will be used: (a) to fund the business plan of the Resulting Issuer; (b) for Qualifying Transaction expenses; and (c) for general working capital purposes.

Currently, the authorized share capital of the Corporation consists of an unlimited number of Kramer Shares of which (i) 1,775,000 Kramer Shares are outstanding; and (ii) 150,000 Kramer Shares are reserved for issuance under outstanding stock options of Kramer (the “**Kramer Options**”). Upon the closing of the Qualifying Transaction and completion of the minimum amount of the Kramer Financing, it is expected that there will be approximately 41,000,000 Kramer Shares issued and outstanding.

Summary Information Relating to BC

BC is a private company incorporated under the laws of British Columbia, and is focused on acquiring mineral properties for exploration and development. Its head office is in Vancouver, British Columbia.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. Kramer and BC are currently reviewing the Exchange's requirements for sponsorship and intend to seek a waiver of the sponsorship requirements.

Additional Information

In accordance with the policies of the Exchange, the Kramer Shares are currently halted from trading and will remain halted until further notice.

Kramer and BC will provide further details in respect of the Qualifying Transaction, in due course once available, by way of press releases.

All information provided in this press release related to BC has been provided by management of BC and has not been independently verified by management of Kramer.

If and when a definitive agreement between the Corporation and Kramer is executed, the Corporation will issue a subsequent press release in accordance with the policies of the Exchange containing details of the definitive agreement and additional terms of the Qualifying Transaction, including, but not limited to, information relating to the Mon Property, sponsorship, summary financial information in respect of Kramer and BC, and additional information with respect to the Kramer Financing and the proposed directors, officers, and insiders of the Resulting Issuer upon completion of the Qualifying Transaction.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

For Further Information, Please Contact:

Kramer Capital Corp.
Richard Graham, Director
Telephone: (604) 689-1428

Cautionary statements

This press release contains "forward-looking information" within the meaning of applicable securities laws relating to the proposal to complete the Qualifying Transaction and associated transactions, including statements regarding the terms and conditions of the Qualifying Transaction, the Kramer Financing, and the use of proceeds of the Kramer Financing. Readers are cautioned to not place undue reliance on forward-looking information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Qualifying Transaction, the Kramer Financing and associated transactions, that the ultimate terms of the Qualifying Transaction, Kramer Financing and associated transactions will differ from those that currently are contemplated, and that the Qualifying Transaction, the Kramer Financing and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). The statements in this press release are made as of the date of this release. The Corporation undertakes no obligation to comment on analyses, expectations or statements made by third-parties in respect of the Corporation, BC, their securities, or their respective financial or operating results or (as applicable).

Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and, if required by the Exchange policies, majority of the minority shareholder approval. Where applicable, the Qualifying Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Neither 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.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the Qualifying Transaction and has neither approved or disapproved the contents of this press release.

The common shares have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.