FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

MAMMOTH CAPITAL CORP.
Suite 1610, 1066 West Hastings Street,
Vancouver, British Columbia, V6E 3X1

("**Company**")

Item 2 Date of Material Change

May 10, 2011

Item 3 News Release

The corresponding news release was disseminated on May 10, 2011 through Canada Stockwatch and Market News.

Item 4 Summary of Material Change

The Company completed its initial public offering as a capital pool company ("**Offering**") of 3,180,000 common shares of the Company ("**Shares**"), for gross proceeds of $318,000. As a result of this issuance and including 9,570,000 seed Shares issued prior to the Offering, the Company currently has 12,7500,000 Shares issued and outstanding.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see news release of May 10, 2011 attached.

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**

For further information, contact:

Edward Farrauto
Telephone: (604) 687-3992

Item 9 **Date of Report**

May 10, 2011

MAMMOTH CAPITAL CORP.

Suite 1610, 1066 West Hastings Street
Vancouver, BC V6E 3X1

NEWS RELEASE

Mammoth Capital Corp. completes Initial Public Offering as a Capital Pool Company

May 10, 2011 – Vancouver, British Columbia. Mammoth Capital Corp. ("**Company**") is pleased to announce that it has successfully completed its initial public offering as a capital pool company ("**Offering**") of 3,180,000 common shares (the "**Shares**"), for gross proceeds of $318,000. As a result of the Offering and including 9,570,000 seed Shares issued prior to the Offering, the Company currently has 12,750,000 Shares issued and outstanding. In connection with the Offering, the Company granted options ("**Compensation Options**") to the agent of the Offering, PI Financial Corp. ("**Agent**") to acquire up to 318,000 Shares at an exercise price of $0.10 per Share. The Compensation Options will expire 24 months from the date the Company's Shares are listed ("**Listing Date**") on the TSX Venture Exchange ("**Exchange**"). A cash commission of 10% of the gross proceeds of the Offering and a corporate finance fee were also paid to the Agent. On the Listing Date, the Company will grant options to acquire 1,275,000 Shares, at a price of $0.10 per Share, to directors and officers of the Company which will expire 5 years from the Listing Date.

The current directors and officers of the Company are: Edward Farrauto, Chief Executive Officer, Chief Financial Officer and Director; Marshall Farris, Director and Corporate Secretary, Mark Hunter, Director and Nigel Kirkwood, Director.

Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

It is expected that the Company's Shares will commence trading on the Exchange under the trading symbol MTH.P on May 12, 2011.

For further information, please contact:

Mammoth Capital Corp.
Edward Farrauto
Telephone: (604) 687-3992