FORM 51-102F3

MATERIAL CHANGE REPORT

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

RACE CAPITAL CORP.
Suite 6, 2017 West 15th Avenue
Vancouver, BC V6J 2L4

Item 2. **Date of Material Change**

August 10, 2011

Item 3. **News Release**

The news release was issued on August 11, 2011 and was disseminated by stockwatch.com.

Item 4. **Summary of Material Change**

On August 10, 2011, Race Capital Corp. (the "Company"), a capital pool company, completed its initial public offering of 2,000,000 common shares at a price of $0.10 per share for gross proceeds of $200,000.

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

The Company completed its initial public offering (the "IPO") of 2,000,000 common shares of the Company at a price of $0.10 per shares for gross proceeds of $200,000 (the "Proceeds").

Wolverton Securities Ltd. acted as agent (the "Agent") for the IPO. The Company paid to the Agent a cash commission equal to 10% of the Proceeds and granted the Agent and its sub-agents non-transferable options to purchase 200,000 common shares of the Company at a price of $0.10 per share until August 10, 2013. The Agent also received a corporate finance fee.

The Company is also pleased to announce that it has received approval of its application to list its common shares on the TSX Venture Exchange ("TSX-V"). The Company's common shares will commence trading on the TSX-V on Monday, August 15, 2011 under the trading symbol "RCE.P". The Company is a Capital Pool Company within the meaning of the policies of the Exchange. The Company has not commenced operations and has no assets other than cash.

The Company intends to use the net proceeds of the IPO to identify and evaluate potential Qualifying Transactions under the policies of the Exchange

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

Not applicable.

Item 7. **Omitted Information**

None.

Item 8. **Executive Officer**

Charles Jenkins
Chief Executive Officer and Chief Financial Officer
(604) 802-7372

Item 9. **Date of Report**

August 11, 2011