Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Gainey Capital Corp.
Suite 1820-999 West Hastings Street
Vancouver, BC V6C 2W2

Item 2 Date of Material Change

June 6, 2013

Item 3 News Release

The news release was disseminated on June 6, 2013 by Canada Stockwatch.

Item 4 Summary of Material Change

The Company announced the signing of the definitive asset purchase agreement with Golden Anvil S.A. de C.V. which marks a key point in the completion of the Company's proposed qualifying transaction as outlined in news releases dated October 21, 2011 and December 9, 2011.

Item 5 Full Description of Material Change

See attached news release.

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

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

For more information, please contact David Coburn, Chief Executive Officer and Director, at 604.687.3992.

DATED: June 12, 2013

"David Coburn"

Per: David Coburn
Chief Executive Officer and Director

GAINEY CAPITAL CORP.
Suite 1820 – 999 West Hastings Street
Vancouver, BC V6C 2W2
(604) 687-3992

NEWS RELEASE

Gainey Capital Corp. Signs Definitive Agreement, Nears Completion of QT

June 6, 2013 – Vancouver, BC. Gainey Capital Corp. (the "Company" or "Gainey", TSXV: GNC.P) is pleased to announce the signing of the definitive asset purchase agreement (the "Definitive Agreement") with Golden Anvil S.A de C.V. ("Golden Anvil"), marking a key point in the completion of the Company's proposed qualifying transaction.

As previously announced October 21, 2011 and December 9, 2011, the proposed qualifying transaction involves Gainey's acquisition from Golden Anvil of certain assets including mineral concessions comprising the El Colomo Property located in the western portion of the Sierra Madre Occidental mountain range in Mexico; a concentration plant located in Huajicori, Nayarit; and other associated assets and equipment. The Company received conditional acceptance for the proposed transaction from the TSX Venture Exchange on April 3, 2013. The Company is now working to finalize its Filing Statement for filing on SEDAR in accordance with TSX Venture Exchange policies.

On behalf of the board of GAINEY CAPITAL CORP.

Per: *"David Coburn"*

David Coburn
Chief Executive Officer and Director

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon.