FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer:

Big Five Capital Corp. (the "**Corporation**" or "**Big Five**")
1200, 700 - 2nd Street S.W.
Calgary, AB T2P 4V5

2. Dates of Material Change:

April 29, 2013

3. News Release:

News release announcing the material change was issued on May 1, 2013 for distribution through Marketwire.

4. Summary of Material Change:

On May 1, 2013, the Corporation announced that it entered into a letter of intent with Bellwether Asset Management Inc. ("**Bellwether**") dated April 29, 2013, in respect of a transaction pursuant to which the Corporation will acquire all of the outstanding shares of Bellwether (the "**Qualifying Transaction**"). Subject to Exchange approval, upon completion of the Qualifying Transaction, the combined entity (the "**Resulting Issuer**") will continue to carry on the business of Bellwether as currently constituted.

5. Full Description of Material Change:

On May 1, 2013, the Corporation announced that it entered into a letter of intent with Bellwether dated April 29, 2013, in respect of its Qualifying Transaction. Subject to Exchange approval, upon completion of the Qualifying Transaction, the Resulting Issuer will continue to carry on the business of Bellwether as currently constituted.

The Corporation is a "capital pool company" and intends for the Qualifying Transaction to constitute its "Qualifying Transaction" as such terms are defined in the policies of the TSX Venture Exchange (the "**Exchange**"). The Corporation is a "reporting issuer" in the Provinces of Ontario, British Columbia and Alberta. It is currently contemplated that the Qualifying Transaction will occur via an amalgamation of the Corporation with Bellwether. In connection with the closing of the Qualifying Transaction, Big Five intends on obtaining shareholder approval for a continuance of Big Five from the *Business Corporations Act* (Alberta) to the laws of the *Business Corporations Act* (Ontario) (the "**Continuance**"), completing a capital restructuring including the consolidation of its share capital on a basis of two (2) pre-consolidated shares for one (1) post-consolidated share (the "**Capital Restructuring**"), and changing its name to Lorne Park Capital Partners Inc. (the "**Name Change**"). Upon completion of the Capital Restructuring, the Corporation's 4,700,000 common shares currently outstanding will be consolidated into approximately 2,350,000 post-consolidated common shares.

Under the terms of the Qualifying Transaction, current Bellwether shareholders holding 150,000 common shares will receive a total of 20,000,000 post-consolidated common shares of the Resulting Issuer, excluding any shares of Bellwether issued as part of the Private Placement. In connection with the Qualifying Transaction, Bellwether will complete a private placement (the "**Private Placement**") of up to $1,500,000 in common shares at a price of $0.20 per common share. Each common share issued pursuant to the Private Placement will be ultimately exchanged for one post-consolidated common share of the Resulting Issuer in connection with, and upon completion of, the Qualifying Transaction. The proceeds of the Private Placement will be used for general working capital and the Resulting Issuer's future growth plans.

It is currently contemplated that on completion of the Qualifying Transaction, the directors and the officers of the Resulting Issuer will consist of the following persons and up to three (3) additional directors to be named by Bellwether prior to closing: Robert Sewell, Mississauga, Ontario - President, Chief Executive Officer and Director; Scott Franklin, Mississauga, Ontario - Chief Financial Officer and Corporate Secretary; Stephen Meehan, Mississauga, Ontario - Chairman and Director; David Brown, Toronto, Ontario - Director; Christopher Dingle, Toronto, Ontario - Director.

On closing of the Qualifying Transaction, all options currently held by the Big Five directors and officers will be cancelled and the Resulting Issuer intends to issue 1,500,000 new options to the new directors and officers of the Resulting Issuer at a price of $0.30 per post-consolidated share. The Qualifying Transaction will be carried out by parties dealing at arm's length to one another. Sponsorship of the Qualifying Transaction is required by the Exchange unless an exemption from this requirement can be obtained in accordance with the policies of the Exchange. The Corporation intends to apply for an exemption to the sponsorship requirement. There is no assurance that an exemption from this requirement will be obtained.

The Big Five common shares are currently halted from trading, and the trading of the shares is expected to remain halted pending completion of the Qualifying Transaction. Completion of the Qualifying Transaction is subject to a number of conditions including, but not limited to, completion of the Private Placement, completion of the Continuance, Capital Restructuring and Name Change, the satisfaction of the Corporation and Bellwether in respect of the due diligence investigations to be undertaken by each party, the completion of a definitive agreement in respect of the Qualifying Transaction, closing conditions customary to transactions of the nature of the Qualifying Transaction, approvals of all regulatory bodies having jurisdiction in connection with the Qualifying Transaction, 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 approvals are obtained and there can be no assurance that the Qualifying Transaction will be completed as proposed or at all. Upon completion of the Qualifying Transaction the Resulting Issuer intends to be listed as an "industrial issuer" under the rules of the Exchange.

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

Not applicable.

7. Omitted Information:

No information has been omitted.

8. Executive Officer:

For further information, please contact: Mark Studer, President, Chief Executive Officer and Director of the Corporation at (403) 606-7787.

9. Date of Report:

May 9, 2013