FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 NAME AND ADDRESS OF COMPANY

ASB Capital Inc.
Fairmont Pacific Rim
4005 – 1011 West Cordova Street
Vancouver, BC V6C 0B2

ITEM 2 DATE OF MATERIAL CHANGE

August 11, 2015

ITEM 3 NEWS RELEASE

A news release dated August 11, 2015 was disseminated via Stockwatch and Market News.

ITEM 4 SUMMARY OF MATERIAL CHANGE

ASB Capital is pleased to announce that it has entered into a letter of intent with Antares Oil and Gas, LLC and Antares Oil and Gas, LP (collectively "Antares") to acquire all of the outstanding equity interests of Antares.

ITEM 5 FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

N/A

ITEM 7 OMITTED INFORMATION

N/A

ITEM 8 EXECUTIVE OFFICER

Sokhie Puar, CEO, CFO & Director
Telephone: 604-630-9795

ITEM 9 DATE OF REPORT

August 11, 2015

ASB Capital Announces Letter of Intent for
Qualifying Transaction with Antares Oil and Gas, LLC

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Vancouver, British Columbia, August 11, 2015 – ASB Capital Inc. (TSXV: ASB.H) (the "Company"), is pleased to announce that it has entered into a letter of intent with Antares Oil and Gas, LLC and Antares Oil and Gas, LP (collectively "Antares") to acquire all of the outstanding equity interests of Antares. Antares holds various interests in certain producing and non-producing oil and gas properties located in Texas, including interests in the West Sandy Creek Prospect in Colorado County, and the Dove Creek Prospect in Irion and Schleidcher Counties, Texas. It is intended that the transaction with Antares will constitute the Company's Qualifying Transaction under the policies of the TSX Venture Exchange. Subject to the transaction completing as contemplated in the letter of intent, the Company will be classified as a Tier 2 Oil and Gas issuer.

Transaction Terms

Pursuant to the terms of the LOI, the Company will acquire Antares in exchange for the issuance of 92 million common shares in the capital of the Company. In addition, the Company has agreed to advance US$120,000 as a loan to be secured against all of the assets of Antares. The loan will be advanced immediately subject to exchange approval. On closing of the Transaction, the loan will be forgiven, and in the event that the transaction is terminated the loan will be repaid within 12 months of the termination date and will bear interest at the rate of 8% from the date of termination.

About Antares

Antares Oil and Gas, LLC is a Delaware limited liability corporation that is the general partner of a Delaware registered limited partnership operating under the name Antares Oil and Gas, LP. The limited partnership holds a 10 percent working interest in 2,960 acres covering a number of gas units in the West Sandy Creek area of Colorado County, Texas, including 4 producing wells that are currently producing 160 STB per day, and a further 3 wells that are expected to be placed in production. The following tables are excerpted from a National Instrument 51-101 reserve report on the West Sandy Creek area, and provide a summary of reserves and values as at March 31, 2015.

Table 1: Summary of Oil and Gas Reserves
April 1, 2015 (as of March 31, 2015)
Forecast Prices and Costs

	Company Reserves							
	Light and Medium Oil		Heavy Oil		Natural Gas[1]		Natural Gas Liquids	
Reserves Category	Gross MSTB	Net MSTB	Gross MSTB	Net MSTB	Gross MMscf	Net MMscf	Gross Mbbl	Net Mbbl
PROVED								
Developed Producing	11	9	0	0	60	47	0	0
Developed Non-Producing	1	1	0	0	23	18	0	0
Undeveloped	0	0	0	0	0	0	0	0
TOTAL PROVED	**12**	**10**	**0**	**0**	**83**	**65**	**0**	**0**
PROBABLE	20	15	0	0	69	55	0	0
TOTAL PROVED PLUS PROBABLE	**32**	**25**	**0**	**0**	**152**	**120**	**0**	**0**

[1] Includes associated, non-associated and solution gas where applicable.

Table 2: Net Present Value
April 1, 2015 (as of March 31, 2015)
Forecast Prices and Costs

	Net Present Value of Future Net Revenue[1]				
	Discounted at				
Reserves Category	0% /yr M$	5% /yr M$	10% /yr M$	15% /yr M$	20% /yr M$
PROVED					
Developed Producing	518	481	450	422	398
Developed Non-Producing	86	81	77	73	70
Undeveloped	0	0	0	0	0
TOTAL PROVED	**604**	**563**	**527**	**496**	**468**
PROBABLE	997	887	797	722	659
TOTAL PROVED PLUS PROBABLE	**1,601**	**1,449**	**1,323**	**1,217**	**1,127**

[1] No income tax because this entity is a limited partnership.

Purchase and Option Agreement with I. & G. N. Resources, Inc.

Antares entered into a purchase and option agreement (the “Agreement”) with I. & G.N. Resources, Inc., an Oklahoma Corporation (“IGN”) on June 10, 2015. IGN is an oil and gas production company which owns an undivided 11.25% leasehold working interest in the Dove Creek Prospect, Irion and Schleicher Counties, Texas, (“Prospect”) which is located in Texas Railroad Commission District Number 7C. The Prospect is comprised of two oil, gas and mineral leases, existing oil and gas wells, wells subject to prior farmout, and production infrastructure (collectively “Assets”). Pursuant to the Agreement, IGN granted Antares an option to purchase an undivided 5% leasehold working interest with an 80% net revenue interest in the Assets, for a purchase price of $600,000.00 USD for a term of 8 months.

Private Placement
Concurrently with the Transaction, the Company will conduct a private placement offering of up to 25 million Shares at a price no less than $0.05 per share (the "**Offering**") for total proceeds of $1.25 million. The Offering will be arranged by and through directors and officers of the Company and may involve brokers or finders.

Name Change
Effective upon closing of the Transaction, subject to shareholder and regulatory approval, the Company will change its name to "Antares Oil and Gas or Antares Energy Corp." or such similar names as the parties may agree upon and that may be approved by applicable regulatory authorities

Directors and Officers
On completion of the Transaction, it is anticipated that the board of directors of the Company will be comprised of four directors, Antares has the right to add a fifth director at any time, which include:

John D. Elmore, President and CEO
Mr. Elmore is a seasoned oil and gas executive with more than 30 years of domestic and international industry experience. He has owned and managed multiple private oil and gas companies, and actively participates in oil and gas ventures. As an attorney, he specialized in oil and gas law and served as corporate council and advised companies operating at every stage of development. These companies included senior and junior producers, developers and explorers, and service companies. Mr. Elmore holds a BBA in Accounting and Doctor of Jurisprudence from Texas Tech University.

Sokhie Puar, Chief Financial Officer
Mr. Puar, with over 25 years in the public markets, has worked in various capacities in both public and private companies. He has worked with companies in the mining, oil and gas, technology, education and clean energy sectors since 2001. Mr. Puar holds a Diploma in Mechanical Engineering Technology and a Diploma in Business Administration from the British Columbia Institute of Technology. Mr. Puar currently sits on the board of several public and private companies including the board of Governors of Southpointe Academy, an independent school located in Tsawwassen, B.C.

Javier Reyes, Independent Director
Mr. Javier Reyes began his professional and financial services career in 1996 at a well-known brokerage firm in Mexico City. In 2001, he founded a financial consultancy company, where he became the CEO. Mr. Reyes is the Founder, President and Chief Executive Officer of the Antares Capital Management and Cygnus Asset Management, and manages three hedge funds: Antares Capital Fund, Antares Oil & Gas Fund and Cygnus Real Estate Opportunity Fund. Mr. Reyes currently holds the following positions: President of Credipresto, S.A. de C.V. ENR. (since 2007) and President of Mex e Trade Asesores, S.C. (since 2004). Mr. Reyes has also held the following positions: Chief Executive Office of Mex e Trade On Line, S.C. (2001-2003); Financial Manager of Fabrica de Calzado Liz Ardel, S.A. (1998-2000); and Financial Advisor of Estrategia Bursatil, S.A. (1995-1997). Mr. Reyes holds a Bachelor's Degree in Economics and Business Administration and also holds a Masters in Finance.

Ramon Perez, Independent Director
Mr. Perez has been a Vice President at Carrelton Asset Management Inc., a natural resource focused asset manager since 2005. He's played a lead role in the acquisition and financing of precious metal mining companies in Mexico and Central America. Mr. Perez is the CFO for Minera Apolo S.A. de C.V where he oversees a portfolio of 6 exploration/development projects in Mexico. He also is a Director in Credipresto S.A. de C.V., a company which provides financing to the junior resource sector throughout Mexico. Prior to this, he was a Senior Analyst at Salomon Smith Barney Asset Management. Mr. Perez has an MBA from the University of Miami.

Conditions to Closing
The closing of the Transaction is subject to shareholder approval, TSXV approval, completion of the Offering, and completion of due diligence by the parties, along with other customary conditions. The parties will use reasonable efforts to enter into a definitive agreement that will replace the letter of intent as soon as practicable.

General
In accordance with TSXV policies, the Company's common shares have been halted from trading and will remain so until the documentation required for the Transaction can be provided to the Exchange. The Company's common shares may remain halted until completion of the Transaction.

For further information, please contact:
Sokhie Puar, CEO, CFO & Director
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Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

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. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

United States Advisory: The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered, sold, or resold in the United States or to, or for the account of or benefit of, a U.S. Person (as such term is defined in Regulation S under the U.S. Securities Act) unless an exemption from the registration requirements of the U.S. Securities Act is available. Hedging transactions involving the securities must not be conducted unless in accordance with the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in the state in the United States in which such offer, solicitation or sale would be unlawful.