BRITISH COLUMBIA
ALBERTA

FORM 51-102F3
MATERIAL CHANGE REPORT

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

Black Springs Capital Corp. (the "Company")
1660 – 1055 West Hastings Street
Vancouver, B.C. V6E 2E9

Item 2. **Date of Material Change**

March 25, 2014.

Item 3. **News Release**

A news release relating to the material change described herein was disseminated through the facilities of Stockwatch on March 28, 2014.

Item 4. **Summary of Material Change**

The Company has entered into a letter of intent dated March 25, 2014 for the acquisition (the "Transaction") of Temple Landmark Holdings Inc., a private British Columbia corporation.

The Company is a capital pool company and the Transaction is intended to constitute the Company's Qualifying Transaction under Policy 2.4 – *Capital Pool Companies* of the Exchange.

Full Description of Material Change

Please see the News Release attached hereto for a full description of the Material Change.

Item 5. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not Applicable.

Item 6. **Omitted Information**

Not Applicable.

Item 7. **Executive Officer**

Please contact Donald Sharpe, President & Chief Executive Officer, at (604) 568-0199.

Item 8. **Date of Report**

DATED March 28, 2014.

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.

BLACK SPRINGS CAPITAL CORP.
1660 – 1055 West Hastings Street
Vancouver, BC V6E 2E9

News Release TSXV: BSG.P

Black Springs Capital Corp. Announces Proposed Qualifying Transaction

March 28, 2014 – Vancouver, British Columbia – Black Springs Capital Corp. (the "Corporation" or "Black Springs") is pleased to announce that it has entered into a letter of intent dated March 25, 2014 (the "Letter of Intent") for the acquisition (the "Transaction") of Temple Landmark Holdings Inc. ("Temple"), a private British Columbia corporation.

Black Springs is a capital pool company and the Transaction is intended to constitute the Corporation's Qualifying Transaction under Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Transaction is not a non-arm's length transaction and accordingly is not expected to be subject to the approval of Black Springs shareholders.

About Temple

Temple is a newly formed corporation that has entered into a contract of purchase and sale for the acquisition of the Blackrock Oceanfront Resort located in Ucluelet, British Columbia (the "Acquisition"). The completion date for the Acquisition is expected to be May 28, 2014.

Terms of the Transaction

Pursuant to the terms of the Letter of Intent, Black Springs will acquire all of the issued and outstanding shares of Temple (the "Temple Shares") by way of a share exchange for common shares of Black Springs (the "Payment Shares") on a one-for-one basis. The Payment Shares issued to the shareholders of Temple will be subject to the hold period required under applicable securities legislation and may be subject to escrow restrictions imposed by the Exchange.

In connection with the Transaction, the Corporation will change its name to "Temple Landmark Holdings Inc." or another name acceptable to Temple and applicable regulatory authorities. It is expected that upon completion of the Transaction, the resulting issuer (the "Resulting Issuer") will meet the listing requirements of a Tier 2 Real Estate Issuer.

Closing of the Transaction (the "Closing") is subject to a number of conditions, including completion of the Acquisition and the financing by Temple as described below, as well as execution of a definitive share exchange agreement, completion of satisfactory due diligence and receipt of applicable regulatory approvals. There can be no assurance that the Transaction will be completed as proposed or at all.

Financing

The terms of the Letter of Intent provide that Temple must complete a private placement of its shares, for minimum gross proceeds of $1,250,000 prior to closing of the Transaction (the "Temple

Financing"). Shares issued pursuant to the Temple Financing will be exchanged for Payment Shares as part of the one-for-one share exchange. In addition, it is expected that a private placement of securities of the Resulting Issuer, which may brokered or non-brokered, will also be completed concurrently with the Closing for such additional financing as may be required to complete the Transaction (the "Concurrent Financing"). Agent's commissions and/or finder's fees in cash or securities may be payable in connection with the Concurrent Financing subject to compliance with Exchange policies. All securities issued pursuant to the Concurrent Financing will be subject to a hold period as required under applicable securities legislation.

Insiders of the Resulting Issuer

It is expected that the board of directors and management of the Resulting Issuer will be comprised of primarily nominees of Temple and one nominee of Black Springs. Further information regarding the nominees will be provided at a later date in accordance with the policies of the Exchange.

Summary of Financial Information

Financial statements, as required by the Exchange, were not available at the time of this news release. Financial statements and summary financial information will be disclosed at a later date in accordance with the policies of the Exchange.

Sponsorship

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with Exchange policies. If eligible, Black Springs intends to apply for an exemption from the sponsorship requirements, however, there is no assurance that it will be able to obtain this exemption.

Other Information and Updates

The shares of Black Springs are currently listed for trading on the Exchange. In accordance with Exchange policy, however, the Corporation's shares are currently halted from trading and will remain halted until such time as determined by the Exchange, which, depending on the policies of the Exchange, may not occur until the completion of the Transaction.

Black Springs will provide further details in respect of the Transaction, in due course, by way of news releases.

About the Corporation

The Corporation is designated as a Capital Pool Company by the Exchange. The Corporation has not commenced commercial operations and has no assets other than cash. The only business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction" in accordance with Exchange Policy 2.4 - *Capital Pool Companies*.

For further information, please contact Donald Sharpe, President and Chief Executive Officer at:

1660 – 1055 West Hastings Street
Vancouver, BC V6E 2E9
Telephone: 604.568.0199
Facsimile: 604.681.4760

This news release contains statements about the Corporation's expectations regarding the completion of the Transaction that are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Corporation believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements and there can be no assurance that such expectations will prove to be correct. Factors that could cause the actual results to differ materially from those in forward-looking statements include failure to complete the Transaction for any reason whatsoever, including failure to obtain Exchange acceptance therefor. The forward-looking statements contained in this news release are made as of the date hereof, and the Corporation undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. The forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

This news release does not constitute and the subject matter hereof is not, an offer for sale or a solicitation of an offer to buy, in the United States or to any "U.S Person" (as such term is defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "1933 Act")) of any equity or other securities of the Corporation. The securities of the Corporation have not been registered under the 1933 Act and may not be offered or sold in the United States (or to a U.S. Person) absent registration under the 1933 Act or an applicable exemption from the registration requirements of the 1933 Act.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and 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 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.