FORM 51-102F3
Material Change Report

1. **Name and Address of Corporation:**

Maestro Capital Corporaion (the "Corporation" or "Maestro")
25 Bon Echo Crescent
Ottawa, Ontario
K2M 2W6

2. **Date of Material Change(s):**

August 21, 2014

3. **News Release:**

A news release relating to the material change described herein was released on August 21, 2014.

4. **Summary of Material Change(s):**

The Corporation announced the closing of its initial public offering.

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

5.1 Full Description of Material Change

Maestro announced it has completed its initial public offering (the "Offering") raising gross proceeds of $400,000, pursuant to a final prospectus dated July 9, 2014. A total of 4,000,000 common shares in the capital of the Corporation (the "Shares") were subscribed for at a price of $0.10 per Share. PI Financial Corp. ("PI") acted as the agent for the Offering. PI received a cash commission equal to 10% of the gross proceeds of the Offering, a corporate finance fee of $10,000 plus HST and an option to purchase up to 400,000 Shares at a price of $0.10 per Share for a period of two years.

The Corporation now has 6,000,000 Shares issued and outstanding, with the directors and officers of Maestro, in aggregate, holding 2,000,000 Shares which are subject to escrow restrictions.

Upon the filing of the final prospectus, Maestro granted 600,000 incentive stock options to its directors and officers which are exercisable for a period of ten years from the date of the grant at an exercise price of $0.10 per Share.

The Shares have been listed on the TSX Venture Exchange Inc. and subsequently halted pending delivery of certain documents in connection with the closing of the Offering and will begin trading today under the stock symbol MCP.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer Knowledgeable of Material Change:

Sean Caulfeild, President and Chief Executive Officer
Maestro Capital Corporation
(613) 592-5750

9. Date of Report:

August 21, 2014