

**MATERIAL CHANGE REPORT
FORM 51-102F3**

- Item 1. Name and Address of Corporation**
Brassneck Capital Corp. (the “Corporation”)
1900, 520 - 3rd Avenue, SW
Calgary, Alberta
T2P 0R3
- Item 2. Date of Material Change**
March 10, 2016
- Item 3. News Release**
A news release was disseminated on March 10, 2016 via Marketwired.
- Item 4. Summary of Material Change**
The Corporation announced completion of its initial public offering of 2,739,000 common shares in the capital of the Corporation at a price of \$0.10 per share for gross proceeds of \$273,900.
- Item 5. 5.1 Full Description of Material Change**
Please see Schedule “A” attached for full press release announcing the material change.
- 5.2 Disclosure for Restructuring Transactions**
Not applicable.
- Item 6. Reliance on Section 7.1(2) of National Instrument 51-102**
Not applicable.
- Item 7. Omitted Information**
Not applicable.
- Item 8. Executive Officer**
The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Connor Cruise – Chief Executive Officer, Chief Financial Officer
Tel: (604) 318-6804
- Item 9. Date of Report**
March 14, 2016

SCHEDULE "A"

NOT FOR DISTRIBUTION TO THE U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES OF AMERICA

PRESS RELEASE

BRASSNECK CAPITAL CORP.

Brassneck Capital Corp. Completes Initial Public Offering

March 10, 2016 - Calgary, Alberta – Brassneck Capital Corp. (the "**Corporation**") is pleased to announce that it has successfully completed its initial public offering of 2,739,000 common shares in the capital of the Corporation ("**Common Shares**") at a price of \$0.10 per share for gross proceeds of \$273,900 (the "**Offering**"). After completion of the Offering, the Corporation now has 6,939,000 Common Shares issued and outstanding.

PI Financial Corp. ("**PI Financial**") acted as the agent for the Offering and in connection therewith, the Corporation granted to PI Financial along with certain sub-agents, options to acquire an aggregate of 273,900 Common Shares (the "**Agent's Options**") at an exercise price of \$0.10 per share. The Agent's Options will expire 24 months from the date the Common Shares are listed on the TSX Venture Exchange (the "**Exchange**"). PI Financial also received a cash commission equal to 10% of the gross proceeds of the Offering.

Concurrent with the closing of the Offering, the Corporation also granted options to acquire an aggregate of 575,937 Common Shares at an exercise price of \$0.10 per share to the directors and officers of the Corporation, which expire 5 years from the date of grant.

The Corporation is a "capital pool company" and intends to use the net proceeds of the Offering to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under the policies of the Exchange. The Exchange has conditionally approved the listing of the Common Shares and the Corporation has made an application to the Exchange for final listing approval. It is expected that the Common Shares will commence trading on the Exchange under the trading symbol "BC.P".

Investors are cautioned that trading in the securities of a capital pool company should be considered highly speculative.

For further information, please contact:

Brassneck Capital Corp.

Connor Cruise – Chief Executive Officer, Chief Financial Officer and a Director

Phone: (604) 318 6804

Forward-Looking Information Cautionary Statement

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or the Corporation's future performance. The use of any of the words "*could*", "*expect*", "*believe*", "*will*", "*projected*", "*estimated*" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Corporation's current belief or assumptions as to the outcome and timing of such future events. Actual future results may differ materially. In particular, the Corporation's stated expectation as to the listing of the Common Shares on the Exchange is forward-looking information. Actual results and developments may differ materially from those contemplated by this forward-looking information. The Corporation disclaims any intention or obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as may be expressly required by applicable securities laws.

NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.