

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

Item 1. Name and Address of Company

Cabernet Capital Corp. (the "**Company**")
1740 – 1177 West Hastings Street
Vancouver, BC V6E 2K3

Item 2. Date of Material Change

December 13, 2017

Item 3. News Release

A news release was disseminated on December 13, 2017.

Item 4. Summary of Material Change

The Company closed a private placement of common shares for aggregate proceeds of \$2,000,000.

Item 5.1 Full Description of Material Change

The Company, a capital pool company, closed its previously announced non-brokered private placement (the "**Private Placement**") issuing a total of 20,000,000 shares at a price of \$0.10 per share for gross proceeds of \$2,000,000.

The net proceeds from the Private Placement will be used by the Company to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under the Capital Pool Company program of the TSX Venture Exchange and for working capital.

All of the shares issued in the Private Placement are subject to a four month hold period expiring April 14, 2018.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

No information has been omitted in this material change report on the basis that it is confidential information.

Item 7. Omitted Information

Not Applicable.

Item 8. Executive Officer

Robert Meister, Chief Executive Officer, President, Secretary and Director, Telephone: 604-351-6647.

Item 9. Date of Report

December 14, 2017