

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

Item 1 Name and Address of Company

Century Financial Capital Group Inc. (“**Century**” or the “**Company**”)
Canadian Venture Building
82 Richmond Street East
Toronto, ON M5C 1P1

Item 2 Date of Material Change

December 28, 2017.

Item 3 News Release

The Company issued a news release concerning the material change described herein on December 28, 2017 and subsequently filed copies on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

The Company has completed a non-brokered private placement (the “**Private Placement**”) of 2,250,000 common shares (each, a “**Share**”), debt settlements for an aggregate of 5,887,661 Shares (the “**Debt Settlements**”), and the issuance of 2,966,102 Shares under a convertible note dated February 1, 2017 (the “**Convertible Loan**”).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company completed a non-brokered private placement of 2,250,000 Shares issued at a price of \$0.02 per Share for aggregate gross proceeds of \$45,000. The proceeds of the Private Placement were previously received by the Company in the Company’s financial year ended August 31, 2016 and disclosed in the Company’s financial statements as proceeds received for shares to be issued.

Concurrent with the closing of the Private Placement, the Company completed the Debt Settlements with certain creditors of the Company to settle the creditors’ debts for Shares. The Debt Settlements included settlements of debts which were previously approved by the Company’s shareholders in April 2014. Pursuant to the Debt Settlements the Company issued an aggregate of 5,887,661 Shares to settle an aggregate of \$231,481.05 of debts.

On February 1, 2017, the Company entered into the Convertible Loan in the principal amount of \$35,000 with Yaron Conforti, the CEO and a director of the Company. In accordance with the terms of the Convertible Loan, pursuant to a notice of conversion, concurrent with the closing of the Private Placement and the Debt Settlements, Yaron Conforti exercised his right to convert the

principal amount of the Convertible Note into 2,966,102 Shares (the “**Note Conversion**”).

The Private Placement and the Debt Settlements include all of the pending share issuances disclosed in Note 4 of the Company’s financial statements for the three and nine months ended May 31, 2017. Pursuant to the Private Placement, the Debt Settlement and the Note Conversion, the Company issued an aggregate of 11,103,763 Shares. The purpose of these transactions was to clean up the Company’s balance sheet in order to permit the Company to pursue new opportunities.

Shares under the Private Placement, Debt Settlements, and Note Conversion were issued to two interested parties, Yaron Conforti and Harry Bregman, as follows:

Interested Party	Transaction	Number of Shares	Percentage of Shares
Yaron Conforti	Private Placement	375,000 Shares at \$0.02 per Share	3.1%
	Debt Settlement	238,820 Shares at \$0.05 per Share	2.0%
	Note Conversion	2,966,102 Shares at \$0.0118 per Share	24.4%
Harry Bregman	Debt Settlement	879,781 Shares at \$0.05 per Share	7.0%

On completion of these transactions, Yaron Conforti will own 3,579,922 Shares, equal to 29.4% of the Company’s Shares, and Harry Bregman will own 879,781 of the Company’s Shares, equal to 7.0% of the Company’s Shares.

The Private Placement and the Debt Settlements were approved by the disinterested directors of the Company through directors’ resolutions in accordance with the *Business Corporations Act* (Ontario). The purpose of these transactions was to clean up the Company’s balance sheet in order to permit the Company to pursue new opportunities. Each of Yaron Conforti and Harry Bregman disclosed to the directors a material interest in the transactions as described above and abstained from voting in respect of such matters.

In connection with the Private Placement and Debt Settlements, the Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) provided in Sections 5.5(a) and 5.7(a), respectively, of MI 61-101,

on the basis that the consideration payable to the interested parties did not exceed 25% of the Company's market capitalization.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Yaron Conforti
CEO
Tel: (416) 716-8181

Item 9 Date of Report

December 28, 2017.