

Form 51-102F3

Material Change Report

Item 1 Name and Address of Issuer

La Jolla Capital Inc. (the “**Issuer**”)
Suite 409, 22 Leader Lane,
Toronto, ON M5E 0B2

Item 2 Date of Material Change

February 25, 2022

Item 3 News Release

The news release was filed on SEDAR on February 25, 2022.

Item 4 Summary of Material Change

The Issuer announced that it closed a non-brokered private placement of 4,000,000 common shares (the “**Shares**”) of the Issuer at a price of \$0.05 per Share for gross proceeds of \$200,000 (the “**Offering**”). All Shares issued pursuant to the Offering will be subject to a statutory four month and one day hold period that will expire on June 26, 2022.

The Issuer also announced the appointment of Stan Fainzilberg and Kirill Kompaniyets as directors of the Issuer effective immediately. Mr. Kompaniyets was also appointed as the Issuer’s interim Chief Financial Officer. Mr. Aman Thindal resigned as a director and Mr. Damanjit Gahunia resigned as a director and as the Chief Financial Officer effectively immediately.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

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

Kirill Kompaniyets, Director
Business Telephone: 416-418-6949

Item 9 Date of Report

March 1, 2022

NEWS RELEASE

LA JOLLA CLOSSES PRIVATE PLACEMENT and APPOINTS NEW DIRECTORS

Vancouver, B.C., Canada – February 25, 2022 – La Jolla Capital Inc. ("La Jolla" or the "Company"), a reporting issuer in British Columbia, Alberta and Ontario, is pleased to announce that it has closed a non-brokered private placement of 4,000,000 common shares (the "**Shares**") of the Company issued at a price of \$0.05 per Share for gross proceeds of \$200,000 (the "**Offering**").

All Shares issued pursuant to the Offering will be subject to a statutory four month and one day hold period that will expire on June 26, 2022 in accordance with Canadian securities laws.

Proceeds from the Offering will be used for repayment of related party debt and general working capital.

The Company is also pleased to announce the appointment of Stan Fainzilberg and Kirill Kompaniyets as directors of the Company effective immediately. The Board of Directors has also appointed Mr. Kompaniyets as the Company's Interim Chief Financial Officer effective February 25, 2022. Mr. Aman Thindal has resigned as a director and Mr. Damanjit Gahunia has resigned as a director and as the Chief Financial Officer effective immediately to pursue other business opportunities. The Company wishes to thank Mr. Thindal and Mr. Gahunia for their efforts and wishes them well with their future business endeavors.

Stan Fainzilberg is a lawyer and partner with a Toronto law firm. Mr. Fainzilberg is a fierce advocate for his clients, representing them before the Superior Court of Ontario and the Human Rights Tribunal of Ontario.

Kirill Kompaniyets is a lawyer, recruiter, and business owner. He has experience with respect to public companies and capital markets. After beginning his legal career as a student at a prominent Toronto law firm, he spent 4 years as a legal recruitment manager. In 2021 Mr. Kompaniyets started his recruitment firm, focused on executive and legal recruitment where he's advised public companies. Mr. Kompaniyets was called to the Ontario Bar in 2020.

ON BEHALF OF THE BOARD OF DIRECTORS

Kirill Kompaniyets Director

For further information, please contact

Kirill Kompaniyets
Telephone: (416) 418-6949