

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Thelon Capital Ltd. (“the **Issuer**”)
Suite 1500 – 888 Dunsmuir Street
Vancouver, BC V6C 3K4

Item 2: Date of Material Change

July 23, 2014

Item 3: News Release

A news release was issued and disseminated by the Issuer on July 23, 2014 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

The Company has become engaged in the business of becoming an MMPR licensed producer and developing and supplying technologies, products and services to support licensed producers under Canada’s Marihuana for Medical Purposes Regulations (“MMPR”). The Company is currently in the final stages of negotiation to acquire two private companies that have submitted license applications to Health Canada pursuant to MMPR. The Company has decided to list its securities for trading on the Canadian Securities Exchange (“CSE”) and delist from the TSXV. The due diligence period pursuant to the memorandum of understanding with 8824479 Canada Inc. has been extended until September 30, 2014.

Item 5: Full Description of Material Change

Please see the attached Schedule A.

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

Not applicable

Item 7: Omitted Information

None

Item 8: Executive Officer

Jason Walsh, President and Chief Executive Officer
T: 604.682.1643

Item 9: Date of Report

July 23, 2014

SCHEDULE “A”
NEWS RELEASE

**THELON CAPITAL ANNOUNCES CHANGE OF BUSINESS: PLANS TO ACQUIRE
MMPR LICENSE APPLICANTS AND OFFER RELATED TECHNOLOGIES, PRODUCTS
AND SERVICES**

Vancouver, B.C. – (July 23, 2014) Thelon Capital Ltd. (the “**Company**”) (TSXV: THC) is pleased to announce that it has become engaged in the business of becoming an MMPR licensed producer and developing and supplying technologies, products and services to support licensed producers under Canada’s Marihuana for Medical Purposes Regulations (“**MMPR**”). The Company has decided not to pursue its option to obtain a mineral resource property interest.

The Company provides the following updates:

Acquisition of MMPR License Applicants

The Company is currently in the final stages of negotiation to acquire two private companies that have submitted license applications to Health Canada pursuant to MMPR.

Listing Application to the CSE

The Company has decided to list its securities for trading on the Canadian Securities Exchange (“CSE”) and delist from the TSXV. The Company is currently in the process of preparing its CSE listing application.

Extension of Due Diligence Period

On May 13, 2014, the Company announced that it had entered into a memorandum of understanding (“MOU”) to purchase 100% of a Private Federal Corporation, 8824479 Canada Inc. (“Holdco”). Holdco has the exclusive option to purchase a 30% interest in The Cannabinoid Medical Clinic. THC has advanced \$200,000 to Holdco to secure a 45-day due diligence period to enter into a definitive agreement. During the due diligence period, the Company discovered that there are issues related to the approvals that would be required for the operation of Cannabinoid Medical Clinics in certain Canadian provinces. On July 23, 2014, the parties agreed to extend the due diligence period until September 30, 2014.

At this time, no transactions are in place, nor is there any assurance that any transactions will be concluded in the future. There is no assurance that the Company or any of its subsidiaries will become a licensed producer under MMPR.

ON BEHALF OF THE BOARD OF DIRECTORS

Jason Walsh, President & Chief Executive Officer

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

This news release contains forward-looking statements that involve risks and uncertainties. Forward-looking statements or information are based on current expectations, estimates and projections that involve a number of risks and uncertainties which could cause actual results to differ materially from those anticipated by the Company. The forward-looking statements or information contained in this news release are made as of the date hereof and the Company does not undertake any obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

Contact:

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