

FORM 51-102F3

**MATERIAL CHANGE REPORT
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102**

ITEM 1 **REPORTING ISSUER**

Grand Peak Capital Corp.
200-8338, 120th Street
Surrey, BC V3W 3N4

ITEM 2 **DATE OF MATERIAL CHANGE**

April 22, 2015

ITEM 3 **NEWS RELEASE**

News Release closing the financing to any further subscribers was filed on SEDAR on April 10, 2015, and disseminated through news@stockwatch.com, news@baystreet.com.

ITEM 4 **SUMMARY OF MATERIAL CHANGE**

Non-Brokered Private Placement for 10,035,000 units

ITEM 5 **FULL DESCRIPTION OF MATERIAL CHANGE**

Non-brokered Private Placement was closed on April 10, 2015 to any further subscribers. 10,035,000 common shares issued from treasury April 10, 2015. The Private Placement consisted of 10,035,000 units at a price of \$0.03 per unit for gross proceeds of \$301,050. Each Unit is comprised of one common share and one share purchase warrant, exercisable at \$0.05 per warrant share for five years.

The securities are subject to a statutory hold period.

ITEM 6 **RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102**

N/A

ITEM 7 **OMITTED INFORMATION**

N/A

ITEM 8 **EXECUTIVE OFFICER**

Sonny Janda, CEO, Tel: 604 592 6881

ITEM 9 **DATE OF REPORT**

Dated at Surrey, B.C. this 27th day of April, 2015.