

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

**1. Name and Address of Company**

SBD Capital Corp. (the “Company”)  
Suite 401, 217 Queen St. West  
Toronto, Ontario M5V 0R2

**2. Date of Material Change**

August 16, 2019

**3. News Release**

A press release disclosing the material change was released on August 16, 2019 through the facilities of Newsfile Corp.

**4. Summary of Material Change**

The Company announced that effective August 15, 2109, the Ontario Securities Commission has revoked the failure-to-file cease trade order issued against the Company on August 2, 2019 and the common shares of the Company have subsequently been reinstated for trading on the Canadian Securities Exchange effective August 16, 2019.

**5. Full Description of Material Change**

The material change is fully described in the Company’s press release which is attached as Schedule “A” and is incorporated herein.

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

The report is not being filed on a confidential basis.

**7. Omitted Information**

No significant facts have been omitted from this Material Change Report.

**8. Executive Officer**

For further information, contact John Dyer, Interim Chief Executive Officer and Chief Financial Officer of the Company at (416) 917-5248.

**9. Date of Report**

This report is dated at Toronto, this 16<sup>th</sup> day of August, 2019.

## SCHEDULE “A”



### **SBD Capital Corp.**

Suite 401, 217 Queen St. W.  
Toronto, Ontario  
M5V 0R2

## NEWS RELEASE

### **SBD CAPITAL CORP. ANNOUNCES REVOCATION OF CEASE TRADE ORDER AND RESUMPTION OF TRADING**

AUGUST 16, 2019 – SBD Capital Corp. (CSE:SBD), (the “Company”) is pleased to announce that the failure-to-file cease trade order (the “CTO”) issued by the Ontario Securities Commission on August 2, 2019, has been revoked effective August 15, 2019. In addition, trading of the common shares of the Company (the “Common Shares”) on the Canadian Securities Exchange (the “CSE”) has been reinstated effective today at 11:00 a.m. (EST).

The Company was subject to the CTO as a result of the Company’s failure to file, on a timely basis, its annual audited financial statements, management discussion and analysis and related certifications for the year-ended March 31, 2019 (the “Annual Financial Materials”). Following the issuance of the CTO, the CSE issued a suspension of trading of the Common Shares effective August 6, 2019. The Annual Financial Materials were filed with the applicable securities commissions on the Company’s issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com) on August 14, 2019 and the Company is now up-to-date with all of its outstanding continuous disclosure documents.

#### **About Secret Barrel Distillery**

Secret Barrel Distillery is a craft distillery operation focusing on a sustainable, small batch approach delivering on evolving consumer preferences for pure, inspired and authentic alcoholic beverages. To learn more about Secret Barrel Distillery, visit [www.secretbarreldistillery.com](http://www.secretbarreldistillery.com) or follow [www.twitter.com/secretbarrelyyc](https://www.twitter.com/secretbarrelyyc) and [www.instagram.com/secretbarreldistillery](https://www.instagram.com/secretbarreldistillery)

#### **About SBD Capital Corp.**

SBD Capital Corp. was established in 2017 to identify and invest in venture and early stage craft alcohol companies, focusing on innovative brands built around human capital. As a pioneer in craft alcohol investing, the Company remains committed to innovation, social partnerships, and sustainable growth.

On behalf of the Board,

#### **SBD Capital Corp.**

John Dyer, Interim CEO, CFO & Director

Telephone: 416-917-5248

*This news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.*