

Form 51-102F3
Material Change Report

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

NOTE: WHERE THIS REPORT IS FILED ON A CONFIDENTIAL BASIS PUT AT THE BEGINNING OF THE REPORT IN BLOCK CAPITALS “CONFIDENTIAL”.

Item 1. Name and Address of Company

Caelan Capital Inc. (the “Company”)
Suite 2150 – 555 West Hastings Street,
Vancouver, B.C.,
V6B 4N6

Item 2. Date of Material Change

October 30, 2020

Item 3. News Release

The news release was disseminated through TSX, BC Securities Commission, Alberta Securities Commission, Ontario Securities Commission, Stockwatch, and Market News.

Item 4. Summary of Material Change

Caelan Capital Inc. (“Caelan” or the “Company”) (CSE: CDN; OTC PINK: AXVEF; Frankfurt: A117RU) is pleased to announce that it has closed its private placement for gross proceeds of \$480,000 by issuing 8,000,000 units at a price of \$0.06 per unit. Each unit consists of one common share and one transferrable share purchase warrant exercisable at \$0.08 for five years from the date of issuance.

Item 5. Full Description of Material Change

Caelan Capital Inc. (“Caelan” or the “Company”) (CSE: CDN; OTC PINK: AXVEF; Frankfurt: A117RU) is pleased to announce that it has closed its private placement for gross proceeds of \$480,000 by issuing 8,000,000 units at a price of \$0.06 per unit. Each unit consists of one common share and one transferrable share purchase warrant exercisable at \$0.08 for five years from the date of issuance.

All shares and warrants issued pursuant to this financing will be subject to a statutory hold period of four months plus a day from the date of closing. No finder’s fees were paid on this transaction. Insiders of the company subscribed for 2,700,000 units for gross proceeds of \$162,000.

Proceeds from the placement will be used for general working capital and exploration expenditures.

About Caelan Capital Inc.

Caelan Capital Inc. is a Vancouver-based junior resource company with projects in North America. Caelan is focused on the development of the following mineral properties:

The Ranger Lake Gold Project consists of 1,107 hectares of prospective gold exploration in southern Quebec, Canada.

The Rainbow Canyon Gold Property consists of 417 hectares of prospective gold exploration in the Olinghouse mining district, in the Washoe County Nevada.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

Nothing in this form is required to be maintained on a confidential basis.

Item 7. Omitted Information

Not applicable.

Item 8. Senior Officers

Sandy MacDougall, Chairman & Director
Phone: (604) 662-7902

Item 9. Date of Report

Dated at Vancouver this 30th day of October, 2020.

By: Caelan Capital Inc.

"Sandy MacDougall"

Sandy MacDougall, Chairman & Director