

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Compel Capital Inc.
38 Edmund Seager Drive
Thornhill, Ontario L4J 4R9

Item 2. Date of Material Change

February 9, 2018

Item 3. News Releases

A press release in the form of Schedule A attached hereto was disseminated on February 9, 2018 via Nasdaq.

Item 4. Summary of Material Change

Compel Capital Inc. ("Compel" or the "Company") has announces that the board of directors and management of the Company is now comprised of the following persons: Myra Bongard, President, Chief Executive Officer and Director; Andrew Lindzon, Chief Financial Officer and Director; and, Michael Frank, Director.

The Company expects to hold an annual and special meeting (the "Meeting") in the near future. In respect of the Meeting, the Company will prepare and distribute to its shareholders a Management Information Circular.

The Company does not currently have any definitive plans in place for the operation of the business going forward. However, it does intend to apply to the Ontario Securities Commission for a revocation of the cease trade order issued on May 5, 2017.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule A attached.

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

The following Officer of the Company may be contacted for further information:

Andrew Lindzon
Chief Financial Officer and Director
Telephone No. 647-388-3095

Item 9. Date of Report

This report is dated this 9th day of February, 2018.

Schedule A

**COMPEL CAPITAL INC.
UPDATE**

Toronto, Ontario, February 9, 2018 – Compel Capital Inc. ("Compel" or the "Company") announces that effective today, the board of directors and management of the Company is now comprised of the following persons: Myra Bongard, President, Chief Executive Officer and Director; Andrew Lindzon, Chief Financial Officer and Director; and, Michael Frank, Director.

The Company expects to hold an annual and special meeting (the "**Meeting**") in the near future. In respect of the Meeting, the Company will prepare and distribute to its shareholders a management information circular in accordance with the requirements of Form 51-102F5 Information Circular of National Instrument 51-102 – Continuous Disclosure Obligations.

The Common Shares of the Company are currently not listed or quoted on any exchange or market in Canada or elsewhere.

The Company does not currently have any definitive plans in place for the operation of the business going forward. However, it does intend to apply to the Ontario Securities Commission for a revocation of the cease trade order issued on May 5, 2017.

For further information, please contact:

Andrew Lindzon
Chief Financial Officer and Director
Telephone No. 647-388-3095