

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. Name and Address of Company

Compel Capital Inc. (the "**Company**")
3000 - 77 King Street West
Toronto, Ontario, M5K 1G8

ITEM 2. Date of Material Change

December 10, 2018

ITEM 3. Press Release

A press release in the form of Schedule A attached hereto was disseminated on December 10, 2018, through Cision news service, and subsequently filed on SEDAR.

ITEM 4. Summary of Material Change

The Company has completed shares for debt transactions with arms-length creditors, pursuant to which the Company issued 46,854,800 common shares in satisfaction of \$234,274 of indebtedness. The Company determined to satisfy the indebtedness with common shares in order to preserve its cash.

The Company plans to schedule a shareholder meeting in the near future to consolidate the common shares of the Company.

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.

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Not applicable.

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

Not applicable.

ITEM 7. Omitted Information

No significant facts have been omitted from this report.

ITEM 8. Executive Officer

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

Andrew Lindzon
Chief Financial Officer and Director
Compel Capital Inc.
Tel: (647) 388-3095

ITEM 9. Date of Report

December 10, 2018.

SCHEDULE A

COMPEL CAPITAL INC. ANNOUNCES SHARES FOR DEBT TRANSACTION

Toronto, Canada – December 10, 2018 – Compel Capital Inc. (the “Company”), has completed shares for debt transactions with arms-length creditors, pursuant to which the Company issued an aggregate of 46,854,800 common shares in satisfaction of \$234,274 of indebtedness. The Company determined to satisfy the indebtedness with common shares in order to preserve its cash. The common shares issued in satisfaction of the indebtedness will be subject to a four month statutory hold period from the date of issuance. Following completion of the issuance of the 46,854,800 common shares, the Company will have a total of 48,982,084 common shares issued and outstanding.

The Company plans to schedule a shareholder meeting in the near future to consolidate the common shares of the Company on the basis of up to 1 new share for 50 old shares.

For more information, please contact:

Compel Capital Inc.

Andrew Lindzon, Director

Tel: (647) 388-3095

Email: andrew@ashlin.ca