

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Bradstone Capital Corp. (“Bradstone” or the “Company”) (Formerly HPB Investments Inc.)
273 Tweed Street, Cobourg, Ontario, K9A 2R8

Item 2. Date of Material Change

December 31, 2015

Item 3. News Release

A news release relating to the material change described herein was issued by the Company on January 4, 2016 and distributed through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that effective December 31, 2015 and as approved at the shareholder meeting of Bradstone Capital held on September 8, 2015, the Corporation:

- a) changed its name to Bradstone Capital Corp.;
- b) changed the composition of its Board of Directors to Chris Carmichael, Jason Ewart, Michael Allen and Alec Regis;
- c) appointed Chris Carmichael as Chief Executive Officer;
- d) consolidated its 15,780,000 common shares on a twelve (12) for one basis resulting in 1,315,000 new common shares (the “Consolidated Common Shares”);
- e) created new series of shares including subordinate voting shares (the “SV Shares”), multiple voting shares (the “MV Shares”) and preference shares;
- f) converted the Consolidated Common Shares into 1,315,000 SV Shares;
- g) issued 1,565,757 SV Shares in shares for debt transactions with Bradstone Capital’s director Michael Allen and Bradstone Capital’s former director Harry Blum;
- h) issued 17,335,578 SV Shares and 8,667,353 MV Shares to Bradstone Financial shareholders (effective December 31, 2015, the date that Bradstone Financial became a reporting issuer, Fountain Asset, who owned 100% of Bradstone Financial in the form of 17,335,578 subordinate voting shares and 8,667,353 multiple voting shares, exchanged those shares on a one for one basis with Fountain Asset shareholders who owned 17,335,578 Fountain Asset Class A Preferred Shares and 8,667,353 Fountain Asset Class B Preferred Shares);
- i) changed its registered address to 273 Tweed Street, Cobourg, Ontario, K9A 2R8.

The Company also announced that it has received conditional approval to list its 20,216,335 SV Shares on the Canadian Securities Exchange (the “CSE”), subject to Bradstone Capital submitting certain outstanding CSE application documentation.. The Bradstone Capital MV Shares will not be listed on an exchange but they are convertible into Bradstone Capital SV Shares on a one for one basis.

Item 5. Full Description of Material Change

The Company announced that effective December 31, 2015 and as approved at the shareholder meeting of Bradstone Capital held on September 8, 2015, the Corporation:

- a) changed its name to Bradstone Capital Corp.;
- b) changed the composition of its Board of Directors to Chris Carmichael, Jason Ewart, Michael Allen and Alec Regis;
- c) appointed Chris Carmichael as Chief Executive Officer;
- d) consolidated its 15,780,000 common shares on a twelve (12) for one basis resulting in 1,315,000 new common shares (the "Consolidated Common Shares");
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- g) issued 1,565,757 SV Shares in shares for debt transactions with Bradstone Capital's director Michael Allen and Bradstone Capital's former director Harry Blum;
- h) issued 17,335,578 SV Shares and 8,667,353 MV Shares to Bradstone Financial shareholders (effective December 31, 2015, the date that Bradstone Financial became a reporting issuer, Fountain Asset, who owned 100% of Bradstone Financial in the form of 17,335,578 subordinate voting shares and 8,667,353 multiple voting shares, exchanged those shares on a one for one basis with Fountain Asset shareholders who owned 17,335,578 Fountain Asset Class A Preferred Shares and 8,667,353 Fountain Asset Class B Preferred Shares);
- i) changed its registered address to 273 Tweed Street, Cobourg, Ontario, K9A 2R8.

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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 executive officer of the Company is knowledgeable about the material change and this report and may be contacted by any of the securities commissions respecting the material change and this report:

Chris Carmichael
CEO & Director
647 225-4337

Item 9. Date of Report

January 4, 2016