

FORM 51-102F3
Material Change Report

Item 1. Reporting Issuer

Captor Capital Corp, (the “Company”)
4 King Street West, Suite 401
Toronto, Ontario, Canada
M5H 1B9

Item 2. Date of Material Change

A material change took place on December 11, 2017.

Item 3. Press Release

On December 12, 2017 and December 20, 2017, news releases in respect of the material change were disseminated by the Company through Marketwired. A copy of the news releases is appended as Schedule “A”.

Item 4. Summary of Material Change

On December 11, 2017, the Company closed a non-brokered private placement of 152,100,000 units of the Company (“Units”) for gross proceeds of \$7,605,000. The Common Shares were issued and sold at a price of \$0.02 per Common Share. Each Unit was sold at a price of \$0.05 and is comprised of one common share of Captor (a "Captor Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one Captor Share (a "Warrant Share") for a price of \$0.10 for a period of 24 months after the date of issue. The Captor Shares, Warrants and Warrants Shares will be subject to a hold period of four months and one day after the date of issue.

Out of the proceeds raised, \$5 million will be used to acquire 12,500,000 common shares of I-5 Holdings Ltd ("I-5 Holdings"), representing approximately 21% of the issued and outstanding common shares of I-5 Holdings (the "Share Purchase"). As part of the Share Purchase, Captor and I-5 will enter into an option agreement whereby Captor will have an option (the "Call Option") to acquire such number of common shares of I-5 that, after the exercise of the Call Option in full, Captor would own 50% of I-5 Holdings' common shares on a fully diluted basis, inclusive of the I-5 Holdings' common shares Captor owns at the time of exercise of the Call Option. All common shares of I-5 Holdings issued pursuant to the Call Option will be issued at a price of \$0.60 per I-5 Holdings common share. The Financing closed in escrow pending the completion of the Share Purchase.

Item 5. Full Description of Material Change

Please see a copy of the Company’s press releases dated December 12,2017 and December 20, 2017, respectively and attached to this report as Schedule “A”.

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

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

The following executive officer is knowledgeable about the material change and may be contacted about this report:

John Zorbas
President
416.504.3978
johnz@captorcapital.com

Item 9. Date of Report

December 20, 2017

SCHEDULE "A"

Captor Capital Corp. Closes Private Placement in escrow raising \$7,605,000

TORONTO, ONTARIO--(Marketwired - Dec. 12, 2017) - Captor Capital Corp. ("Captor" or the "Company") (CSE:CPTR)(CSE:CPTR.CN)(CNSX:CPTR)(FRANKFURT:NMV) announced today it closed in escrow a non-brokered private placement of units ("Units") raising \$7,605,000 in gross proceeds (the "Financing"). Out of the proceeds raised, \$5 million will be used to acquire 12,500,000 common shares of I-5 Holdings Ltd ("I-5 Holdings"), representing approximately 21% of the issued and outstanding common shares of I-5 Holdings (the "Share Purchase"). As part of the Share Purchase, Captor and I-5 will enter into an option agreement whereby Captor will have an option (the "Call Option") to acquire such number of common shares of I-5 that, after the exercise of the Call Option in full, Captor would own 50% of I-5 Holdings' common shares on a fully diluted basis, inclusive of the I-5 Holdings' common shares Captor owns at the time of exercise of the Call Option. All common shares of I-5 Holdings issued pursuant to the Call Option will be issued at a price of \$0.60 per I-5 Holdings common share. The Financing closed in escrow pending the completion of the Share Purchase.

I-5 Holdings Inc. is a Canadian company focused on the US recreational and medicinal cannabis industries, with the goal of becoming a leading consumer-driven organization focused on delivering the highest quality cannabis products and experiences. With assets covering all three key verticals - cannabis production and processing, as well as a retail dispensary network - I-5 Holdings is uniquely positioned to benefit from the ongoing increase in legally available cannabis.

The company currently has operations in Washington and California, including core asset, MedMen, which operates I-5 Holdings' two dispensaries, including a 8,148 sq. ft. dispensary in Santa Ana, CA. Santa Ana is the only city within Orange County (population 3.17 million) to allow dispensaries and MedMen holds one of only 20 available licenses. I-5 Holdings also includes MainStem, a technology company that provides industry-leading products to cannabis businesses and Mellow Extracts, a service for hire extraction lab that serves as a wholesale supply chain partner for leading brands.

On the production side, I-5 Holdings includes a licensed I-502 producer/processor located in Washington that produces and supplies high grade cannabis products as a Tier 2 producer boasting a team with more than 10 years cultivation experience and a Bellingham, Washington based producer of superior cannabis and cannabis-infused products for recreational use specializing in indoor cannabis, hydrocarbon, and CO2 extracts.

Moving forward, I-5 Holdings will implement a strategy of acquiring profitable, established cannabis focused companies that require capital to scale. Target acquisitions will be limited to top quality operations with experienced management and defined business plans.

Each Unit was sold at a price of \$0.05 and is comprised of one common share of Captor (a "Captor Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to acquire one Captor Share (a "Warrant Share") for a price of \$0.10 for a period of 24 months after the date of issue. The Captor Shares, Warrants and Warrants Shares will be subject to a hold period of four months and one day after the date of issue.

Forward-Looking Statements

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

This press release contains or refers to forward-looking information, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to availability of investment opportunities, economic circumstances, market fluctuations and uncertainties, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, and the other risks involved in the investment industry and junior capital markets. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

Contact Information

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Captor Capital Corp. Announces Private Placement Out of Escrow

Company also announces creation of cannabis-related advisory board with deep knowledge and expertise in all areas of the cannabis business

TORONTO, ONTARIO--(Marketwired - Dec 20, 2017) - Captor Capital Corp. ("Captor" or the "Company") (CSE:CPTR)(CSE:CPTR.CN)(CNSX:CPTR)(FRANKFURT:NMV) today announced that the previously announced escrow closing of a private placement raising gross proceeds of \$7,605,000 has come out of escrow. Captor has also closed on its acquisition of approximately 21% of the outstanding shares of I-5 Holdings Ltd. and on the acquisition of the previously announced option to acquire additional shares in I-5 Holdings Ltd which, if exercised in full, would result in Captor holding 50% of I-5 Holdings' issued and outstanding common shares.

Captor also announced today the creation of an advisory board with deep experience and knowledge in all aspects of the cannabis industry. The Captor advisory board will be comprised of Adam Bierman, Andrew Modin, and Barry Fischetto. All three members of the board are executives with MedMen, a management services company and investment manager for the legal cannabis industry based in Los Angeles, CA. MedMen is one of the core assets of I-5 Holdings Ltd.

"As we transition into the cannabis sector, we thought it essential to build internal capabilities that will allow us to maximize the return on our investment in I-5 Holdings," said John Zorbas, CEO, Captor Capital Corp. "The presence of Adam, Andrew, and Barry on our advisory board will give us unmatched access to knowledge and expertise in all areas of the cannabis business."

I-5 Holdings Ltd. is a Canadian company focused on the US recreational and medicinal cannabis industries, with the goal of becoming a leading consumer-driven organization focused on delivering the highest quality cannabis products and experiences. With assets covering all three key verticals - cannabis production and processing, as well as a retail dispensary network - I-5 Holdings is uniquely positioned to benefit from the ongoing increase in legally available cannabis.

"My colleagues and I are excited to be joining Captor Capital's advisory board and look forward to working with the executive team to capitalize on upcoming opportunities for growth in the cannabis industry," said Adam Bierman, co-founder of MedMen. "With California poised to legalize recreational cannabis, there is no better time to be involved in the cannabis sector and I-5 holdings is uniquely positioned to benefit from this forecasted growth."

Adam Bierman is chief executive officer and co-founder of MedMen. Mr. Bierman is a leading voice for institutional practices, and for clear and reasonable regulations in the burgeoning legal marijuana industry. He brings years of experience in strategic business development to the complex cannabis industry, and is at the forefront of its capital formation. He is co-chair of the Policy Council at the National Cannabis Industry Association, the industry's leading trade organization. He

has been featured on various news outlets including CNBC, Bloomberg News, Forbes, Time Magazine, U.S. News & World Report and others.

Andrew Modlin is the main architect behind MedMen's innovative brand and its mainstreaming marijuana message. He is a visual artist by training and his vision informs MedMen's industry defining retail concept. He is the recipient of the 2017 'Emerging Leaders Award' by the American Marketing Association, the country's top marketing trade organization. Mr. Modlin is also credited with several innovations in cannabis operations; from cultivation to manufacturing and retail, and oversees all operational aspects of the enterprise. He has been involved in the operations of more than 100 cannabis businesses.

Barry Fischetto is senior vice president of operations at MedMen, where he brings an extensive track record of managing profitable growth in the operationally intensive food and beverages sector. Prior to joining MedMen, Mr. Fischetto served as senior vice president of operations for coffee grower and distributor Farmer Brothers where he more than doubled profitability in two years. He also served as chief operations officer at SK Food Group, a manufacturer and wholesaler of food products to brands like Starbucks, Jamba Juice and Costco, where he developed a company-wide process reliability program and grew revenue by more than 30 percent. Mr. Fischetto also served as COO of food distributor Millard Refrigerated Services where he increased revenue across the board in warehousing, transportation and redistribution services.

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This press release contains or refers to forward-looking information, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to availability of investment opportunities, economic circumstances, market fluctuations and uncertainties, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, and the other risks involved in the investment industry and junior capital markets. Forward-looking statements are subject to significant risks and uncertainties, and other factors that could cause actual results to differ materially from expected results. Readers should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and the Company assumes no responsibility to update them or revise them to reflect new events or circumstances other than as required by law.

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