

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Captor Capital Corp. (the “**Company**”)
4 King St. West, Suite 401
Toronto, ON M5H 1B6

Item 2 Date of Material Change

May 18, 2021

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated through GlobeNewswire on May 18, 2021 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On May 18, 2021, the Company announced the appointment of Alex Spiro and Brady Cobb to the board of directors of the Company (“**Board**”) and the concurrent resignation of Henry Kloepper from the Board, in each case effective immediately.

Item 5 Full Description of Material Change

On May 18, 2021, the Company announced the appointment of Alex Spiro and Brady Cobb to the Board and the concurrent resignation of Henry Kloepper from the Board, in each case effective immediately.

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

John Zorbas, CEO, 416 504-3978

Item 9 Date of Report

May 28, 2021