

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

Item 1 Name and Address of Company

Quinsam Capital Corporation
c/o Peterson Law Professional Corporation
390 Bay Street, Suite 806
Toronto, Ontario M5H 2Y2

Item 2 Date of Material Change

March 24, 2014

Item 3 News Release

The press release attached as Schedule A was released over Marketwire on March 24, 2014

Item 4 Summary of Material Change

The material change is described in the press release attached as Schedule A.

Item 5 Full Description of Material Change

The material change is described in the press release attached as Schedule A.

Neither Quinsam nor, to the knowledge of Quinsam after reasonable inquiry, any of the interested directors and officers, had knowledge of any material information concerning Quinsam or its securities that had not been generally disclosed, either at the time of approval of the Offering or as at the time of closing. Details of the securities acquired by interested directors and officers are available on www.sedi.ca.

Item 6 Reliance of subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Eric Szustak
President and Chief Executive Officer
Quinsam Capital Corporation
Tel: (905) 330-7948

Item 9 Date of Report

March 24, 2014

SCHEDULE A

Quinsam Capital Closes Non-Brokered Private Placement

Toronto, Ontario – March 24, 2014 – Quinsam Capital Corporation (CSE: QCA) (“Quinsam” or the “Company”) announces that it has closed the non-brokered private placement financing announced on February 4, 2014, for gross proceeds of \$920,766 through the sale of 9,207,660 common shares of the Company (“Shares”) at a price of \$0.10 per share (the “Offering”). After closing of the offering, Quinsam has a total of 24,227,660 common shares on a fully diluted basis.

Eric Szustak, President of Quinsam said, “We welcome our new stakeholders who share in our vision to champion the growth of Canadian small cap growth companies. A huge funding void has emerged over the past several years by Institutions leaving the small cap investment business. Quinsam has the expertise and believes this void has created tremendous investment opportunities to generate superior returns for our shareholders.”

The proceeds of the Offering will be used to make strategic investments in emerging growth companies and for general working capital purposes.

The Shares issued pursuant to the Offering will be subject to a statutory four month and one day hold period. In connection with the Offering, the Company paid a cash finder's fee to qualified arm's length persons in the amount of \$21,600.

Mr. Roger Dent, a director and Chief Executive Officer of the Company, has acquired 2,500,000 Shares in the Offering for gross proceeds of \$250,000 (including Shares acquired by persons for accounts over which Mr. Dent has direction or control) (the “Insider Sale”). The Insider Sale was approved by all of the non-interested directors of the Corporation. Mr. Dent abstained from approval of the Insider Sale.

The Insider Sale was a related party transaction under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Insider Sale was exempt from the related party valuation and minority securityholder approval requirements of MI 61-101 on the basis that no securities of the Corporation are listed or quoted on any specified markets, such markets specified by MI 61-101 to be the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States other than the Alternative Investment Market of the London Stock Exchange or the PLUS market operated by PLUS Markets Group plc., and at the time the transaction was agreed to, neither the fair market value of the securities to be distributed in the transaction nor the consideration to be received for those securities, insofar as the transaction involved interested parties, exceeded \$2,500,000.

Prior to the Offering, Mr. Dent had ownership or control over 6,000,000 Shares, as well as options (“Options”) for the purchase of an additional 100,000 Shares, collectively representing 41.2% of the 14,570,000 Shares then outstanding on a non-diluted basis, or 41.6% on a partially-diluted basis, assuming exercise of the Options. After giving effect to the Insider Sale pursuant to the Offering, Mr. Dent has ownership or control over 8,500,000 Shares on a non-diluted basis, representing 35.7% of the outstanding Shares on a non-diluted basis, or 36.2% of the outstanding Shares on a partially-diluted basis, assuming exercise of the Options.

For the purposes of National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* early warning reporting, Mr. Dent’s acquisition of Shares

pursuant to the Offering was for investment purposes, and he may, from time to time, acquire additional securities of Quinsam or dispose of such securities as he deems appropriate. Mr. Dent's address is 390 Bay Street, Suite 806, Toronto, ON M5H 2Y2. A copy of the Early Warning Report being filed with the applicable securities regulators regarding the Offering will be available on SEDAR (www.sedar.com) under the Company's profile.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities will not be registered under the United States Securities Act of 1933, as amended, (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Quinsam Capital Corporation

Quinsam is a merchant bank based in Canada. The business encompasses a range of activities including acquisitions, advisory services, lending activities and portfolio investments. Quinsam invests its capital in assets, companies or projects which it believes are undervalued and where there is a viable plan for unlocking shareholder value.

For further information please contact:

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THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THE CONTENT OF THIS PRESS RELEASE.

This news release contains certain statements that may be deemed "forward-looking statements". Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although Quinsam believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of management on the date the statements are made. Quinsam undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change, except as required by law.