

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

Item 1 Name and Address of Company

Quinsam Capital Corporation (“Quinsam”)
390 Bay Street
Toronto, Ontario
M5H 2Y2

Item 2 Date of Material Change

December 27, 2017.

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated on December 27, 2017.

Item 4 Summary of Material Change

The material change is fully described in the press release attached hereto as Schedule “A”.

Item 5 Full Description of Material Change

The material change is fully described in the press release attached hereto as Schedule “A”.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

Item 8 Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Roger Dent, CEO
(647) 993-5475
rogerdent@rogers.com

Item 9 Date of Report

This report is dated as of January 4, 2018.



Quinsam Announces New Appointments

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION BY ANY UNITED STATES NEWS DISTRIBUTION SERVICE

TORONTO, Ontario, Dec. 27, 2017 -- Quinsam Capital Corporation (CSE:QCA) ("**Quinsam**" or the "**Company**") is pleased to announce a number of changes to the management team and the Board of Directors of the Company.

Mr. Peter Bilodeau is appointed President and Director effective immediately. Mr. Bilodeau has been serving as a consultant to Quinsam following the acquisition of High Standard Royalty Corp. Mr. Bilodeau has over 35 years of experience in the business world and currently also serves as the President of FMI Capital Advisory Inc. He has an extensive background in corporate finance, management, financial consulting and real estate and holds an MBA from Dalhousie University. Former President Eric Szustak becomes Chairman of Quinsam and continues as Corporate Secretary.

Mr. Mark Steinley and Mr. Michael Newman have resigned as directors of Quinsam. "We thank Mark and Michael for their dedicated service to Quinsam over the years," said Roger Dent, CEO of Quinsam. "They have both been a great help in getting the Company to where it is today."

Quinsam also announces the appointment of David Posner as a consultant to the company. Mr. Posner currently serves as the Chairman of the board of directors of Nutritional High International Inc., a director of The Lineage Grow Company Ltd. (listing pending), Capricorn Business Acquisitions Inc. and a director of Aura Health Corp. (a private company involved in the development and acquisition of marijuana health clinics in the US).

Option Awards

The Board of Directors of Quinsam has approved the award of options to a number of its directors, officers and consultants. The options will have an exercise price of \$0.48 per share, will expire on December 27, 2022 and will vest over a period of three years. The option awards are as follows: Roger Dent 1,500,000, Peter Bilodeau 600,000, Eric Szustak 600,000, Adam Szweras 600,000, David Posner 500,000, Ross Geddes 200,000, Tony Roodenburg 200,000 and Terry Booth 100,000.

About Quinsam Capital Corp.

Quinsam is a merchant bank based in Canada that is focusing on cannabis-related investments. Our merchant banking business may encompass a range of activities including acquisitions, advisory services, lending activities and portfolio investments. Quinsam invests its capital for its own account in assets, companies or projects which we believe are undervalued and where we see a viable plan for unlocking such value. We do not invest on behalf of any third party and we do not offer investment advice.

Generally, Quinsam does not believe that individual investments are material reportable events. Quinsam chooses to announce certain investments once the company is certain that it has finished buying its position because the Company feels that this information helps Quinsam investors understand its investment decision making process. Generally, Quinsam does not announce the sale of investments.

For further information please contact:

Roger Dent, CEO
(647) 993-5475
roger@quinsamcapital.com

This press release may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events, which are inherently uncertain. Forward-looking statements can often, but not always, be identified by forward-looking words such as "anticipate", "believe", "continue", "expect", "goal", "plan", "intend", "estimate", "may", "project", "predict", "potential", "target", and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance.

By their nature, forward-looking statements require us to make assumptions which include, among other things, that (i) Quinsam will have sufficient capital under management to effect its business strategies, (ii) the business strategies will produce the results intended by Quinsam, and (iii) the markets will react and perform in a manner consistent with the business strategies.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes that the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct. Some of the risks and other factors that could cause actual results to differ materially from those expressed in forward-looking information expressed in this press release include, but are not limited to: market and general economic conditions, interest rates, regulatory and statutory developments, the nature of the Company's investments, the available opportunities and competition for investments, the concentration of the Company's investments in certain industries and sectors, reliance on key personnel, risks affecting the Company's investments, management of the growth of the Company, and exchange rate fluctuations. Readers are cautioned that the foregoing list of risks and factors is not exhaustive. Although the Company has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated.

The forward-looking information contained herein is provided as at the date of this press release, based upon the opinions and estimates of management and information available to management as at the date of this press release. The Company does not undertake and specifically disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, unless required by applicable law. Readers are cautioned not to place undue reliance on forward-looking information contained in this press release.