

FORM 51-102F3

**MATERIAL CHANGE REPORT
UNDER SECTION 7(1)(a) OF NATIONAL INSTRUMENT 51-102**

Item 1. Reporting Issuer

Big Wind Capital Inc. (the "Issuer")
700 1620 Dickson Ave.
Kelowna, BC V1Y 9Y28

Item 2. Date of Material Change

March 24, 2016.

Item 3. Press Release

Press Release dated March 24, 2016 and disseminated to the Ontario Securities Commission, British Columbia Securities Commission and Alberta Securities Commission via SEDAR filing and via Market Wired.

Place of Issuance: Vancouver, British Columbia.

Item 4. Summary of Material Change

The Issuer has agreed to a settlement of debt through the issuance of shares. The issuance of the debt shares will result in the creation of a control person.

Item 5. Full Description of Material Change

The Issuer has agreed to a comprehensive debt settlement package to eliminate its outstanding loan and accrued liabilities by issuing shares to retire the \$100,000 loan from a corporation controlled by the Issuer's CEO and accrued liabilities to the CEO and CFO and creditors in the amount of \$740,000.

The Issuer will issue 16,800,000 common shares at a price per share of \$0.05 in accordance with the policies of the Canadian Securities Exchange to settle the loan and other liabilities.

The Issuer's CEO, Dev Randhawa, will become a control person as his corporation RD Capital Inc. will hold approximately 55.5% of the outstanding share capital of the Issuer as a result of the issuance of 11,800,000 common shares to settle the loan and other accrued liabilities.

The debt shares to be issued will be subject to a four-month hold period and the shares issued to RD Capital Inc. will be subject to control block restrictions.

Item 6. Reliance on Section 7(2) of National Instrument 51-102

The Issuer is not relying on Section 7(2) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Senior Officers

Greg Downey, CFO – Tel. 778.484.8028.

Item 9. Statement of Senior Officer

The foregoing accurately discloses the material changes referred to herein.

DATED at the City of Vancouver, in the Province of British Columbia, the 24th day of March, 2016.

“Greg Downey”

Greg Downey, CFO