

**EARLY WARNING REPORT UNDER
NATIONAL INSTRUMENT 62-103 THE EARLY WARNING SYSTEM
AND RELATED TAKE-OVER BID AND INSIDER REPORTING ISSUES**

1. Name and Address of Offeror:

*Alexandra Woodworth (the "Offeror")
1325 Civic Place Mews
North Vancouver, BC V7M 0B2*

2. Designation and number of principal amount of securities and the Offeror's securityholding percentage in the class of securities of which the Offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file this report, and whether it was ownership or control that was acquired in those circumstances:

On April 3, 2014, the Offeror acquired ownership and control of 2,730,000 common shares (the "Shares") of CCT Capital Ltd. (the "Issuer") at a price of \$0.05 per Share through a non-brokered private placement (the "Private Placement").

The total number of Shares acquired by the Offeror represents 17.0% of the issued and outstanding Shares of the Issuer, as known by the Offeror.

3. Designation and number of principal amount of securities and the Offeror's securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the reporting obligation:

Prior to the completion of the Private Placement, the Offeror, held 99,500 Shares of the Issuer. After giving effect to the Private Placement, the Offeror owns and controls a total of 2,829,500 Shares representing 17.7% of the issued and outstanding Shares of the Issuer.

4. Designation and number of principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

- (i) the Offeror, either alone or together with any joint actors, has ownership and control:**

The Offeror has ownership and control of 2,829,500 Shares representing 17.7% of the issued and outstanding Shares of the Issuer.

- (ii) the Offeror, either alone or together with any joint actors, has ownership but control is held by other persons or companies other than the Offeror or any joint actor; and**

Not applicable

- (iii) the Offeror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable

5. The name of the market in which the transaction or occurrence that gave rise to the reporting obligation took place:

Not applicable. The Shares described in item (4) above were acquired as part of the Private Placement. Common shares of the Issuer are listed on the TSX Venture Exchange.

6. The value, in Canadian dollars, of any consideration offered per security if the Offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release:

The consideration for each Share subscribed for pursuant to the Private Placement was \$0.05 per Share, for aggregate cash consideration of \$136,500.

7. The purpose of the Offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer:

The Offeror acquired the Shares for investment purposes. The Offeror has no present intention to acquire further securities of the Issuer although the Offeror may in the future participate in financings and/or acquire or dispose of securities of the Issuer in the market, privately, or otherwise, as circumstances or market conditions warrant.

8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer entered into by the Offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any of the securities:

All Shares issued to the Offeror in the Private Placement are subject to the prescribed four month hold and restricted trading period from the date of issuance.

9. Names of any joint actors in connection with the disclosure required by Appendix E to NI 62-103:

None.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value, in Canadian dollars, of the consideration paid by the Offeror:

The price that was paid is \$0.05 per Share for aggregate consideration of \$136,500.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements of Part 4 of the NI 62-103 in respect of the reporting issuer's securities:

Not Applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the Offeror and the facts supporting that reliance.

Section 2.5 of National Instrument 45-106.

DATED this 4th day of April, 2014.

/s/ "Alexandra Woodworth"

ALEXANDRA WOODWORTH