

51-102F3 Material Change Report

Item 1 Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

CCT CAPITAL LTD.
#300 – 1090 Homer Street
Vancouver, B.C.
V6B 2W9

Item 2 Date of Material Change

State the date of the material change.

May 23, 2014

Item 3 News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of **National Instrument 51-102**.

NR #14-02 dated May 23, 2014 was disseminated by Stockwatch.

Item 4 Summary of Material Change

May 23 2014: CCT Capital Ltd. ("CCT" or the "Company") (TSX-V: CCW.H) is undertaking a private placement to raise up to \$2,800,000 through the issuance of up to 14 million common shares, rather than the previously announced subscription receipts. The private placement is priced at 20 cents per share.

The private placement will be conducted in reliance upon British Columbia Instrument 45-534 which permits an issuer to distribute securities to its existing shareholders, subject to the requirements of the instrument. The Company has set May 22, 2014, as the record date for the purpose of determining existing shareholders entitled to purchase securities under the offering. The Company will accept qualifying subscriptions of \$2,500 or larger, and urges interested investors to contact the Company. The Company may combine the offering under B.C. Instrument 45-534 with sales pursuant to other available prospectus exemptions, including sales to accredited investors and close personal friends and business associates.

The maximum number of shares being offered is 14 million for gross proceeds of \$2,800,000. If subscriptions received exceed the maximum offering, units will be allocated pro rata among all subscribers. The offering is not subject to any minimum total subscription.

Net proceeds of the offering will be used for the acquisition and growth of Mezzi Canada Inc. ("Mezzi") (press release April 25, 2014), and for general working capital purposes. A finder's fees may be paid in connection with this offering. The financing and acquisition are subject to exchange and regulatory approvals.

Appointment of Corporate Secretary

Ms. Sheryl Elsdon has been appointed the corporate secretary for CCT. Ms. Elsdon has worked in the public sector since 2005 and has extensive experience with both exploration companies and office management. She acts as both the office manager for McLeod Williams Capital Corp. and as the in-house Corporate Secretary for each of its public exploration mining companies. She also acts as Corporate Secretary for various other public companies listed on both the TSX and TSX Venture Exchange. Ms. Elsdon worked for Underworld Resources Inc. until its purchase by Kinross Gold Corporation in April, 2010.

Option Grant

The Company's board of directors has granted incentive stock options to purchase up to 1,600,000 common shares of the Company. The stock options were granted to officers, directors and consultants of the corporation at an exercise price equal to 25 cents per share and expire five years from the date of grant. The options are subject to the terms of the Company's stock option plan and vesting provisions.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Supplement the summary required under Item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also Item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.

Other additional disclosure may be appropriate depending on the particular situation.

n/a

5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its securityholders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

INSTRUCTIONS

(i) If your company is engaged in oil and gas activities, the disclosure under Item 5 must also satisfy the requirements of Part 6 of National Instrument 51-101 Standards of Disclosure for Oil and Gas Activities.

(ii) If you incorporate information by reference to another document, clearly identify the referenced document or any excerpt from it. Unless you have already filed the referenced document or excerpt, you must file it with the material change report. You must also disclose that the document is on SEDAR at www.sedar.com.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this Report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

INSTRUCTION

Refer to subsections 7.1 (4), (5), (6) and (7) of National Instrument 51-102 concerning continuing obligations in respect of reports filed under subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

State whether any information has been omitted on the basis that it is confidential information.

NO INFORMATION HAS BEEN OMITTED.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

INSTRUCTIONS

In certain circumstances where a material change has occurred and a Report has been or is about to be filed but subsection 7.1(2), (3) or (5) of National Instrument 51-102 is not or will no longer be relied upon, your company may nevertheless believe one or more significant facts otherwise required to be disclosed in the Report should remain confidential and not be disclosed or not be disclosed in full detail in the Report.

Item 8 Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Keir Reynolds, Chairman

Tel: (778) 998-9242 Email: keir@mmadvisory.com

Item 9 Date of Report

This report is dated the **23rd day of May, 2014.**