

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 – NAME AND ADDRESS OF COMPANY

CCT Capital Ltd. (the "**Company**")
Suite 1500 – 409 Granville Street, Vancouver, British Columbia V6C 1T2

ITEM 2 – DATE OF MATERIAL CHANGE

June 20, 2014

ITEM 3 – NEWS RELEASE

The Company disseminated a news release on June 20, 2014 via Canada Stockwatch and Market News.

ITEM 4 – SUMMARY OF MATERIAL CHANGE

The Company entered into a definitive amalgamation agreement, pursuant to which a wholly-owned subsidiary of the Issuer will amalgamate with Mezzi Canada Inc.

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

See attached News Release.

ITEM 6 – RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 – OMITTED INFORMATION

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

ITEM 8 – EXECUTIVE OFFICER

The following executive officer of the Company is knowledgeable about the material change and this Report:

Warwick Smith, Chief Executive Officer – Telephone: (604) 685-4655

ITEM 9 – DATE OF REPORT

June 20, 2014

CCT CAPITAL LTD.

#300-1090 Homer Street, Vancouver BC

NEWS RELEASE Tel: 604-685-4655 Fax: 604-685-4675 **TSX.V: CCW.H**

CCT Capital Signs Definitive Agreement with Mezzi Canada Inc. and Announces Closing of First Tranche of Financing

June 20, 2014: CCT Capital Ltd. ("CCT" or the "Company") (TSX-V: CCW.H), is pleased to announce it has signed a definitive amalgamation agreement with Mezzi Canada Inc. ("Mezzi"). Mezzi, currently a private luxury handbag and accessories company, is planning to relaunch its product lines this summer with innovative "smart" technology incorporated into each product.

Pursuant to the definitive amalgamation agreement, Mezzi will merge with a wholly owned subsidiary of CCT, 8918627 Canada Ltd. ("Subco"), with Mezzi being the surviving entity. Under the terms of the agreement, all of the outstanding securities of Mezzi will then be exchanged for securities of CCT on the basis of one share of CCT for each one share of Mezzi held by the shareholders of Mezzi.

The transaction will constitute a change of business for CCT under the policies of the TSX Ventures Exchange. Upon the closing of the transaction, Mezzi will be a wholly owned subsidiary of CCT.

The parties' obligations to complete the transaction are subject to the satisfaction of customary conditions, including, without limitation: (i) the exchange conditionally approving the transaction; (ii) CCT obtaining such financing as is necessary to complete the transaction; (iii) each of CCT and Mezzi having received the requisite approval of their shareholders for the amalgamation and the completion of the transaction; and (iv) certain other conditions typical in a transaction of this nature. There can be no assurance that the transaction will be completed as proposed or at all.

A copy of the agreement will be filed and accessible under CCT's profile on SEDAR. Trading of the common shares of CCT will remain halted pending further filings with the exchange.

Closing of First Tranche

The Company has also closed the first tranche of its previously announced private placement financing (the "Offering"). A second tranche is expected to close shortly. Pursuant to the Offering, the company issued 13,208,186 shares at a price of \$0.20 per share for gross proceeds totaling \$2,641,637. In respect of this portion of the Offering, the Company issued 335,000 non-transferable broker warrants and paid \$174,301 in cash compensation to finders who introduced subscribers to the Offering. Warrant holders are entitled to acquire one share at a price of \$0.50 per share for a period of 18 months from closing.

All securities issued pursuant to the Offering are subject to a four month and one day hold period from the date of closing of the Offering. The Offering is subject to receipt of final approval from the TSX Venture Exchange.

About Mezzi

Mezzi is disrupting the status quo in the luxury accessories market as it unveils a beautiful new product line featuring cutting edge technology, making Mezzi the first true smart luxury brand. Each piece, including handbags, duffel bags and essential leather goods, will allow wireless connectivity

between your Mezzi bag and smartphone, providing a completely new user experience. With fine leather sourced directly from Italy, all Mezzi pieces are manufactured in the USA. Products launching summer 2014.

For further information please contact Mr. Keir Reynolds, Chairman – CCT Capital Ltd. at:
Tel: (778) 998-9242 Email: keir@mezzi.com

ON BEHALF OF THE BOARD

Warwick Smith
CEO

Investors are cautioned that, except as disclosed in the Filing Statement to be prepared in connection with the transaction, any information released or received with respect to the COB may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release may include forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company 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 or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements except as required under the applicable laws.