

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Turbo Capital Inc. (the “**Company**”)
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

November 25, 2014

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that it had amended the terms of its proposed non-brokered private placement to up to 41.5 million units at \$0.01 per unit for gross proceeds of \$415,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Conrad Clemis, President
Tel: 6048999150

Item 9 Date of Report

December 11, 2014

Turbo Capital Inc
Suite 1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

November 25, 2014

Trading Symbol:

TBO – TSX Venture Exchange

Turbo Capital Inc. Amends Proposed Private Placement

Turbo Capital Inc. (“Turbo”, “TBO” or the “Company”) wishes to announce that it is amending the proposed non-brokered private placement originally announced October 27, 2014. The new terms will be a non-brokered private placement of up to 41.5 million units at \$0.01 per unit for gross proceeds of \$415,000 (the “Offering”) Each unit will consist of one common share and one transferable share purchase warrant exercisable at \$0.05 for a period of 5 years (the “Offering”), subject to approval of the TSX Venture Exchange (the “TSXV”). The Offering is being conducted in accordance with the TSXV Bulletin dated April 07, 2014 regarding *Private Placements – Discretionary Waivers of \$0.05 Minimum Pricing Requirement*. Turbo plans to rely upon the new “existing shareholder exemption” described in Multilateral CSA Notice 45-313 – *Prospectus Exemption for Distributions to Existing Security Holders* (published March 13, 2014) or analogous exemption, as well as other exemptions. Proceeds of the Offering are expected to be used towards payment of the Company's indebtedness, general and administrative expenses including accounting and audit fees, filing fees, and legal. Up to \$56,970 of the proceeds will be used towards related party payments. A finder's fee may be paid in accordance with TSXV policy.

If you are a current shareholder of Turbo Capital Inc. you may qualify under the “existing shareholder exemption” to participate in this placement. If you have any questions regarding this placement please call 604 899-9150 or email turbocapitalinc@gmail.com

If you would like to be added to Turbo's news distribution list, please send your email address to turbocapitalinc@gmail.com

Contact Information

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ON BEHALF OF THE BOARD OF DIRECTORS

“*Conrad Clemiss*”

Conrad Clemiss

Director and President
Turbo Capital Inc.

This news release contains forward-looking statements and forward-looking information, which are based on information currently available to the Company, and the Company provides no assurance that actual results will meet management's expectations. Forward-looking information includes that the parties may complete the Offering, that the Company may obtain TSX Venture Exchange approval of the Offering and that the proceeds of the Offering will be used as stated in this news release. Actual results could differ materially from those currently anticipated for many reasons such as: the failure to obtain the requisite approvals; the failure to raise funds pursuant to the Offering; changes in general economic conditions and conditions in the financial markets; changes in demand and prices for resources; and changes to the proposed uses of funds for any reason whatsoever. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward looking information. The Company does not undertake to update any forward-looking information that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

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