

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

December 23, 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 closed a non-brokered private placement of 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 Clemiss, President
Tel: 6048999150

Item 9 Date of Report

December 30, 2014

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

December 23, 2014

TSX-V: TBO

Turbo Closes Private Placement

Turbo Capital Inc. (“TBO” or the "Company") (TBO—TSX Venture) wishes to announce that it has closed a non-brokered private placement, originally announced October 27, 2014 and amended on November 25, 2014, of 41,500,000 units at \$0.01 per share for gross proceeds of \$415,000. Each unit consists of one common share and one transferrable share purchase warrant exercisable at a price of \$0.05 until December 18, 2019. The Offering was conducted in accordance with the TSX.V Bulletin dated April 07, 2014 regarding *Private Placements – Discretionary Waivers of \$0.05 Minimum Pricing Requirement*.

Proceeds of the offering are expected to be used toward payment of the Company's indebtedness, expenditures on existing properties, general and administrative expenses, including accounting and audit fees, filing fees, and legal fees. Up to \$59,070 of the proceeds will be used toward related party payments.

A finders' fee was paid in connection with this private placement for an aggregate of \$7,950 and 435,000 finders' units. The finders' units have the same terms as the private placement units. All the units in this private placement have a hold period that expire on April 19, 2015.

The Offering has been approved by the Company's board of directors and the TSX Venture Exchange.

ON BEHALF OF THE BOARD OF DIRECTORS

“*James Nelson*”

James Nelson, Director

Turbo Capital Inc.

For additional information please contact:

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