

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

**Wolfpack Capital Corporation** (formerly, Wolfpack Brands Corporation) (the "**Company**")  
700, 595 Burrard Street  
Vancouver, BC V7X 1S8

**2. Date of Material Change**

December 19, 2019

**3. News Release**

A news release was disseminated through GlobeNewswire on December 20, 2019.

**4. Summary of Material Change**

On December 19, 2019, the Company announced the change of its Chief Executive Officer, a change in the Company's name and the disposition of certain intellectual property rights.

**5. Full Description of Material Change**

The Company announced that Mr. Koby Smutylo ceased to be Chief Executive Officer of the Company on December 19, 2019. Concurrently, Richard Buzbuzian was appointed as the Chief Executive Officer of the Company.

In connection with Mr. Smutylo's resignation, the Company entered into: (i) a rectification agreement providing for the surrender of 30,000,000 common shares of the Company that were issued in error; (ii) the termination of the agreement between Mr. Smutylo's consulting entity and the Company in accordance with its terms; and (ii) an agreement for the disposition of certain intellectual property rights relating to the "Wolfpack" brand to a company controlled by Mr. for no additional consideration.

As a result of the disposition of the intellectual property rights, the Company intends to amend its articles to change its name to Wolf Capital Corporation or such other name as determined by the Board of Directors.

The disposition of the intellectual property rights to Mr. Smutylo constituted a "related party transaction" within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company has relied on the exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(a)(1), respectively, of MI 61-101 in respect of the related party transaction on the basis that neither the fair market value of the subject matter of, nor the fair market value of the consideration for, the intellectual property rights exceeded 25% of the Company's "market capitalization" (as calculated for the purposes of MI 61-101).

This material change report was not filed 21 days prior to the date of the material change, as the Corporation is currently an unlisted reporting issuer for which no published trading market exists, details of the transaction had not been confirmed at that time, and there is no consideration being paid in relation to the related-party transaction and no person who will be prejudiced by such shorter period.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102

**7. Omitted Information**

No information has been omitted on the basis that it is confidential information.

**8. Executive Officer**

Richard Buzbuzian, the President of the Company is knowledgeable about the material change and the Report and may be reached at (647) 501-3290.

**9. Date of Report**

December 20, 2019