

Form 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

EAGLE I CAPITAL CORPORATION
("Eagle I" or the "Company")
Suite 900 - 595 Howe Street
Vancouver, BC V6C 2T5

Item 2 Date of Material Change

February 15, 2011

Item 3 News Release

The Company's news release was disseminated on February 15, 2011

Item 4 Summary of Material Change

Mr. Donald Padgett has resigned as a Director of the Company effective immediately.

Item 5 Full Description of Material Change

Mr. Donald Padgett has resigned as a Director of the Company effective immediately due to commitments in other business matters. The Company wishes to express its appreciation for Mr. Padgett's contributions to the Company and wishes him well in his future endeavors.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Barry Atkins, President & Chief Executive Officer, at 480.203.6783

Item 9 Date of Report

February 15, 2011