

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Indefinitely Capital Corp. (the "Company")
1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2 Date of Material Change

February 2, 2012

Item 3 News Release

The news release was disseminated through Stockwatch and Market News.

Item 4 Summary of Material Change

The Company announced that Mr. Gigliotti would resign as a director of the Company and as a member of the audit committee of the Company, effective upon completion of the Company's Qualifying Transaction.

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

Negar Adam, Chief Executive Officer, 604-646-6906

Item 9 Date of Report

February 2, 2012

INDEFINITELY CAPITAL CORP.

1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

FOR IMMEDIATE RELEASE

**Indefinitely Capital Corp. Announces Changes to Directors
Upon Completion of Qualifying Transaction**

February 2, 2012 – Vancouver, BC

Indefinitely Capital Corp. (the “**Company**”) (TSX-V:INLP) would like to update the disclosure contained in the Company’s filing statement dated December 21, 2011 (the “**Filing Statement**”) which is available on SEDAR at www.sedar.com. The Filing Statement disclosed that upon completion of the Company’s Qualifying Transaction, it is expected that Jason Gigliotti will be a director of the Company. Management anticipates that Mr. Gigliotti will resign as a director of the Company and as a member of the audit committee of the Company, effective upon completion of the Company’s Qualifying Transaction.

Accordingly, the Company anticipates that upon completion of its Qualifying Transaction, the directors and officers of the Company will be as follows:

Conrad Clemiss – Director and Chief Executive Officer
Negar Adam – Director, Chief Financial Officer and Corporate Secretary
Tanveer Ali – Director
Jason Shull – Director
Gregory Thomas – Director and Qualified Person

The Company expects that upon completion of its Qualifying Transaction, the audit committee of the Company will be comprised of Conrad Clemiss, Jason Shull and Tanveer Ali, all of whom are financially literate. Jason Shull and Tanveer Ali are appointed as independent members of the audit committee.

For a description of the backgrounds of each of the individuals listed above, please see the Company’s Filing Statement dated December 21, 2011.

For further information, please contact:

Negar Adam
Telephone: (604) 646-6906

On behalf of the board of directors of
INDEFINITELY CAPITAL CORP.

Per: /s/ Negar Adam
Negar Adam
Chief Executive Officer, Chief Financial Officer,
Corporate Secretary and Director

Disclaimer for Forward-Looking Information

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding the Company's directors and officers and composition of the Company's audit committee upon completion of the Company's proposed qualifying transaction. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations and include statements that Jason Gigliotti will resign as a director of the Company, that the Board of Directors of the Company will be comprised of Conrad Clemiss, Negar Adam, Jason Shull, Tanveer Ali and Gregory Thomas upon completion of the Qualifying Transaction and that the audit committee of the Company will be comprised of Conrad Clemiss, Jason Shull and Tanveer Ali upon completion of the Qualifying Transaction. Actual results in each case could differ materially from those currently anticipated in such statements due to factors such as the refusal of Jason Gigliotti to resign, additional comments from the TSX Venture Exchange related to corporate governance, or inability to close the Qualifying Transaction for any reason. Except as required by law, the Company does not intend to update any changes to such statements.

The TSX Venture Exchange Inc. 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 THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.