

MATERIAL CHANGE REPORT
Form 51-102F3

1. **Reporting Issuer**

Lynnwood Capital Inc. (the "Issuer")
2060 - 777 Hornby Street
Vancouver, British Columbia, V6Z 1T7

2. **Date of Material Change**

July 9, 2012

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on July 9, 2012 through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced the suspension in trading of its shares on the TSX Venture Exchange.

5. **Full Description of Material Change**

The material change is fully described in the news release attached hereto.

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

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

The executive officer who can answer questions regarding this report is Robert Lipsett, Chief Executive Officer. Mr. Lipsett can be reached at (604) 682-7878.

9. **Date of Report**

July 10, 2012

LYNNWOOD CAPITAL INC.

LYNNWOOD CAPITAL ANNOUNCES UPDATE ON PROPOSED QUALIFYING TRANSACTION AND SUSPENSION OF TRADING

Toronto, Ontario (July 9, 2012) Lynnwood Capital Inc. (“**Lynnwood**”) (TSXV:LCI.P), a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”), is pleased to announce that it is making progress on preparing the initial submission to the Exchange in connection with its acquisition of 100% of the common shares of Tantalex Corporation (“**Tantalex**”), previously announced on May 9, 2012 and June 9, 2012. The acquisition will result in a reverse takeover of Lynnwood by Tantalex and is intended to constitute Lynnwood’s qualifying transaction (“**Qualifying Transaction**”) under Policy 2.4 of the Exchange.

As a “capital pool company” pursuant to Policy 2.4 of the Exchange, Lynnwood was required to complete a Qualifying Transaction within 24 months from the date of its listing on the Exchange. Accordingly, effective July 10, 2012, the shares of Lynnwood will be suspended from trading on the Exchange. The Exchange has given Lynnwood until October 4, 2012 (90 days) to complete a Qualifying Transaction. Lynnwood and Tantalex have every reason to believe and are confident they will complete their Qualifying Transaction within that time.

About Tantalex Corporation

Tantalex is a mining exploration corporation, which was incorporated on October 5, 2011 for the purpose of acquiring Tantalum mining properties in Central African countries. Tantalex is headquartered in Montreal, QC and is not a reporting issuer.

For more information please contact: Robert Lipsett
Chief Executive Officer
Lynnwood Capital Inc.
Email: rlipsett@trafalgarkin.com

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

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.

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. These statements are based upon assumptions that are subject to significant risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Lynnwood believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward looking statements will prove to be correct. Except as required by law, Lynnwood disclaims any intention and assumes no obligation to update or revise any forward looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward looking statements or otherwise.

Neither 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.