

**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**

March 20, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on March 29, 2013 through Marketwire and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

The Issuer announced that it had entered into an agreement (the "**Revised Letter Agreement**") for the arm's length acquisition of 100% of the common shares of Tantalex Corporation ("**Tantalex**"). The Revised Letter Agreement supersedes and replaces the previously announced letter agreement between the Issuer and Tantalex, which was meant to qualify as the Issuer's "qualifying transaction" as defined by the TSX Venture Exchange (the "**TSXV**").

Pursuant to the terms of the Revised Letter Agreement, the proposed acquisition of Tantalex will result in the Issuer (i) delisting its common shares from the TSXV (the "**Delisting**") resulting in the cancellation of 3,600,000 shares of the Issuer pursuant to the policies of the TSXV and resulting in an aggregate of 2,050,000 shares of the Issuer following completion of the Delisting, (ii) consolidating (the "**Consolidation**") its securities resulting in an aggregate of approximately (subject to rounding) 1,118,731 shares of the Issuer following completion of the Consolidation, (iii) seeking approval to list its shares on the Canadian National Stock Exchange (the "**CNSX**").

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**

March 30, 2013

## LYNNWOOD CAPITAL ANNOUNCES UPDATE ON PROPOSED TRANSACTION WITH TANTALEX CORPORATION

**Toronto, Ontario** (March 29, 2013) Lynnwood Capital Inc. (“**Lynnwood**”) (TSXV:LCIP), a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the “**TSXV**”), is pleased to announce that it has entered into an agreement (the “**Revised Letter Agreement**”) dated March 18, 2013 and executed March 20, 2013 for the arm’s length acquisition of 100% of the common shares (the “**Tantalex Shares**”) of Tantalex Corporation (“**Tantalex**”). The Revised Letter Agreement supersedes and replaces the letter agreement (the “**Letter Agreement**”) dated May 9, 2012 between Lynnwood and Tantalex, previously announced on May 9, 2012, June 11, 2012, July 9, 2012 and October 4, 2012, which was meant to qualify as Lynnwood’s “qualifying transaction” as defined by the TSXV.

### About the Proposed Transaction

Consistent with the terms of the Letter Agreement, Lynnwood and Tantalex still intend on combining their businesses by means of a triangular amalgamation (the “**Amalgamation**”). The Amalgamation will effectively provide for the acquisition of all of the outstanding equity interests of Tantalex by Lynnwood indirectly through a wholly owned federally incorporated subsidiary of Lynnwood (the “**Amalgamation Entity**”) in a transaction in which the shareholders of Tantalex will receive shares of Lynnwood (the “**Lynnwood Shares**”) and, if applicable, convertible securities of Lynnwood. As a result of the Amalgamation of Amalgamation Entity and Tantalex (the “**Amalgamated Corporation**”), Lynnwood will become the sole beneficial owner of all of the outstanding shares of Amalgamated Corporation. The Amalgamation will result in Lynnwood issuing to Tantalex shareholders one Lynnwood Share for each Tantalex Share held, and the convertible securities of Tantalex will be exchanged for convertible securities of Lynnwood on the same terms and conditions attached to such convertible securities prior to the Amalgamation.

Pursuant to the terms of the Revised Letter Agreement and subject to completion of the concurrent Private Placement (defined below), satisfactory due diligence, receipt of all necessary regulatory and shareholder approvals, and other conditions which are typical for a business combination transaction of this type, the proposed acquisition of Tantalex will result in Lynnwood (i) delisting its common shares from the TSXV (the “**Delisting**”) resulting in the cancellation of 3,600,000 Lynnwood Shares pursuant to the policies of the TSXV and resulting in an aggregate of 2,050,000 Lynnwood Shares (assuming no existing convertible securities of Lynnwood are exercised) following completion of the Delisting, (ii) consolidating (the “**Consolidation**”) its securities resulting in an aggregate of approximately (subject to rounding) 1,118,731 Lynnwood Shares (assuming no existing convertible securities of Lynnwood are exercised) following completion of the Consolidation, (iii) seeking approval to list the Lynnwood Shares on the Canadian National Stock Exchange (the “**CNSX**”).

Upon completion of the Delisting and Consolidation, there will be 1,118,731 Lynnwood Shares issued and outstanding and convertible securities (options) exercisable for 405,199 Lynnwood Shares. Currently there are 25,455,880 Tantalex Shares issued and outstanding and convertible securities exercisable for, or convertible into, 13,680,213 Tantalex Shares, not taking into account the Tantalex Shares to be issued pursuant to the Private Placement.

Accordingly, upon closing of the Amalgamation, it is anticipated that Lynnwood will issue an aggregate of 25,455,880 Lynnwood Shares to the shareholders of Tantalex, and up to 15,000,000 Lynnwood Shares to purchasers in connection with the proposed Private Placement. Following completion of the Amalgamation the former shareholders of Tantalex will own approximately 61.23% of the Lynnwood Shares, current shareholders of Lynnwood will hold approximately 2.69% of the Lynnwood Shares and purchasers under the Private Placement will hold approximately 36.08% of the Lynnwood Shares (assuming the Private Placement is fully subscribed). Accordingly, the Amalgamation will constitute a reverse take-over of Lynnwood.

The Amalgamation is an arm’s length transaction and therefore is not a related party transaction.

Following completion of the Amalgamation, the Amalgamated Corporation will be a wholly owned subsidiary of Lynnwood. The parties also agreed that, subject to Exchange approval, a finder’s fee of \$65,000 will be payable to Eosphoros Asset Management Incorporated in connection with the Amalgamation.

After giving effect to the Amalgamation, it is expected that Lynnwood will carry on business under the name “Tantalex Resources Inc.” (or such other name as may be acceptable to applicable authorities) and the Lynnwood Shares are expected to be listed on the CNSX under a new trading symbol.

### **Concurrent Private Placement**

In conjunction with the Amalgamation, Tantalex expects to complete a non-brokered private placement (the “**Offering**”) to raise gross proceeds of a maximum of \$3,000,000 (the “**Maximum Offering**”) through the issuance of units (a “**Unit**”) at \$0.20 per Unit. Each Unit shall consist of one Tantalex Share and one warrant (a “**Warrant**”), with each Warrant entitling the holder thereof to acquire one Tantalex Share at a price of \$0.35 for a period of 24 months from the closing of the Amalgamation. Agents/finders will be entitled to a commission of 8% of the aggregate gross proceeds raised as well as agent’s options (the “**Agent’s Options**”) equal to 8% of the aggregate number of Units purchased. Each Agent’s Option will entitle the holder thereof to purchase one Tantalex Share at an exercise price of \$0.20 per Tantalex Share for a period of 24 months from the closing of the Amalgamation.

The net proceeds from the Private Placement will be used to finance Tantalex’s expenditures on its mineral properties and for general working capital.

### **Proposed Management**

The proposed management of Tantalex following the completion of the Amalgamation will be as follows:

#### *Dave Gagnon, Chief Executive Officer and Director*

Dave Gagnon is currently the Chief Executive Officer of Tantalex and Chairman of Charbone Buckell Ltd., a private equity firm focusing on mining investments. Mr. Gagnon began his career in 1981, developing international opportunities for a family business in the resources sector. In 1998, he put forward a partnership to develop internal markets with Expordev, a subsidiary of the Caisse de dépôt et placement du Québec, and the participation of Bombardier Inc., SNC Lavalin Inc., Telesystems Inc., Bronterra and Export Development Canada (EDC). In 2000, Mr. Gagnon decided to focus its efforts on sustainable development and, more specifically, wind energy. Mr. Gagnon was the founder and Chief Executive Officer of AAER Inc. a public issuer involved in the renewable energy sector, prior to his involvement with Tantalex.

#### *Jean-Robert Pronovost, Chief Financial Officer and Director*

Jean-Robert Pronovost is currently the Chief Financial Officer of Tantalex and Managing Partner at Charbone Buckell Ltd., a private equity firm focusing on mining investments. Before his involvement with Tantalex, Mr. Pronovost was a partner and co-founder of Cape Partners, a private equity advisory firm, and IUGO Capital, a family office venture capital firm with investments in Canada, the United States and Europe. Mr. Pronovost was responsible for direct investments, strategic divestitures as well as restructurings and acted as a board member of several portfolio companies. Previously, Mr. Pronovost spent four years at Crédit Suisse First Boston advising on large mergers and acquisitions and executing public and private financings for Canadian and foreign corporate clients. He also worked six years at various positions at the Caisse de Dépôt et Placement du Québec where he elaborated investment allocation strategies and securitization vehicles for alternative assets. He began his career at British Telecom as a financial analyst. Mr. Pronovost has a degree in economics and finance from Laval University and an MBA from UQAM.

#### *Michel Lebeuf, Corporate Secretary*

Mr. Lebeuf’s legal practice is focused on securities, particularly in the area of natural resources, institutional financing, corporate finance, as well as public and private mergers and acquisitions. He represents public corporations, securities brokers, purchasers, sellers, bankers and financial advisors, and he provides strategic advice with respect to access to public capital markets and securities matters, including

structured products. Mr. Lebeuf has acted as counsel to international dealers in several offerings in the Eurobond international debt market, public and private corporations in various mergers and acquisitions, and issuers and underwriters in the context of public offerings and private placements in Canada, Europe, South America and North Africa. Has been involved, over the past two years, in many mining projects in Africa (Congo ROC and DRC), Ethiopia, Angola, etc. and is regularly contacted by mining promoters, mining companies and investment banking firms wanting to put together mining projects in these countries. He has expertise in corporate reorganizations, public and private divestitures, and institutional financing, and he regularly provides counsel to financial institutions regarding security requirements and the drafting of documents pertaining to enforcement proceedings.

*Bernard Lapointe, Independent Director*

Bernard Lapointe holds a B.A. in Geology from the University of Quebec at Montréal (1980), a master's degree in structural geology from the University of Quebec at Chicoutimi (1984) and a PhD in mineral resources from the University of Quebec at Chicoutimi (1996). He is currently CEO of Arianne Resources Inc., a public issuer. Previously, he was Director of the Saguenay-Lac-Saint-Jean Mining Fund from 1993 to 1998. From 1988 to 1993, he acted as a geochemist analyst for the Centre for Research in Mineral Resources of the University of Quebec at Chicoutimi. From 1980 to 1987, he was consultant for different mining exploration companies and for the Department of Natural Resources. While working for the Department, he discovered the gold showings West of Schefferville, for which he won an award in 1986. He also did an internship at the Institut National de la Recherche Scientifique (INRS-Géoresources). Mr. Lapointe has also been teaching since 1981 and has been published on numerous occasions.

*Ndongo Armel Rodrigue Dziengue, Vice-President African Operations and Director*

Mr. Dziengue serves as Executive Vice President, African Operations for Tantalex. Mr. Dziengue started his career with Carpentier and Associates, an investment advisory firm specializing in business development in developing countries. He then founded his own advisory firm, Ryn Consulting, based in Brazzaville, Republic of Congo, with representative offices in Paris, Luxembourg and Libreville, and has been advising Western corporations on investments and business development specifically in Africa for the last ten years. He is also the owner of commercial businesses in the Paris region. Mr. Dziengue completed a DEA (Diplôme d'Études Approfondies) in International Relations at the Institute of political studies of Bucharest, Romania.

*Denis Bélisle, Independent Director*

Mr. Denis Bélisle, Esq. is the Corporate Secretary and a director of Oroplata Exploration Inc. and Vantex Resources Ltd. and he serves as the Chairman of Vanstar Mining Resources Inc. Mr. Bélisle has been the General Manager of Legal Affairs, Human Resources and Technical Services at Société de télédiffusion du Québec (Télé-Québec) since 1996 and also serves as its General Secretary. He is a director of Arianne Resources Inc. and is the former Secretary of Arianne. He is a former director and Corporate Secretary of Vanstar Mining Resources Inc. and he is a former director of D'arianne Resources Inc. Mr. Bélisle was admitted to the Québec Bar in 1984.

The information in this press release related to Tantalex, its business and the proposed management of Lynnwood following the completion of the Amalgamation was provided to Lynnwood by Tantalex.

For more information please contact:      Robert Lipsett  
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*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.*

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