

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**

May 13, 2013

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated on May 14, 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 received approval from its shareholders on all resolutions voted on at its special meeting of shareholders held on May 13, 2013.

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**

May 16, 2013

LYNNWOOD CAPITAL ANNOUNCES RESULTS OF SHAREHOLDER VOTE

Toronto, Ontario (May 14, 2013) Lynnwood Capital Inc. (“**Lynnwood**”) (NEX/TSXV:LCI.H), a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the “**TSXV**”), is pleased to announce the results of voting at its special meeting of shareholders held on May 13, 2013. At the meeting shareholders approved the following:

1. an ordinary resolution approving the amalgamation (the “**Amalgamation**”) of Lynnwood with Tantalex Corporation (previously announced on May 9, 2012, June 11, 2012, July 9, 2012, October 4, 2012 and March 29, 2013), delisting from the TSXV and listing on the Canadian National Stock Exchange (the “**CNSX**”) as the alternate use of the assets of the Corporation pursuant to the policies of the TSXV;
2. an ordinary resolution fixing the number of directors of the Corporation at five (5), only if the Amalgamation is completed;
3. an ordinary resolution replacing the three incumbent directors of the Corporation with five (5) new directors, only if the Amalgamation is completed; and
4. an ordinary resolution approving a new CNSX compliant stock option plan, only if the Amalgamation is completed.

Lynnwood and Tantalex continue to work towards completing the conditions precedent to the Amalgamation.

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

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.