

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Acana Capital Corp.
8338-120th Street
Surrey, British Columbia V3W 3N4

Item 2 Date of Material Changes

December 10th, 2012, December 12, 2012 and December 21st, 2012

Item 3 News Releases

December 24, 2012 news release disseminated by news@baystreet.com and news@stockwatch.com.

Item 4 Summary of Material Change

Subsidiary of Acana Capital Corp.'s wholly owned subsidiary has acquired 536+ acres of farm land located in the county of Corning, California and completed Private Placement.

Item 5 Full Description of Material Change

The wholly owned subsidiary of Acana Capital USA Inc. (a wholly owned subsidiary of the Company), Corning-106 LLC, a California Limited Liability Company ("Corning"), acquired 106 acres of farm land lying and being on Glenn Road, Corning California and received a loan from a private investor for the acquisition. The loan for this acquisition was funded in the amount of USD\$260,000.00.

Corning also acquired a 50% interest in 860 acres lying and being in the county of Corning, California. A private investor agreed to accept a debenture from the Company for the acquisition. A debenture was accepted by a private investor in the amount of up to USD\$2,000,000.00; however, only the amount of USD\$1,000,000.00 has thus far been drawn on.

The Company completed its non-brokered private placement and raised working capital of \$375,000.00. The private placement consisted of 7.5 million units, comprised of one common share plus one warrant for the purchase of a further common share, for the price of \$0.05, exercisable for six months.

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

Does not apply.

Item 7 Omitted Information

Does not apply.

Item 8 Executive Officer

"Eugene Beukman"
Eugene Beukman, CEO
604-592-6881

Item 9 Date of Report: December 24, 2012