

**FORM 51-102F3
Material Change Report**

1. Name and Address of Company:

Southtech Capital Corporation (the "**Corporation**")
Suite 1600, Dome Tower,
333 - 7th Avenue S.W.,
Calgary, Alberta T2P 2Z1

2. Date of Material Change(s):

May 3, 2012

3. News Release:

A news release was disseminated May 3, 2012 through the facilities of Marketwire.

4. Summary of Material Change(s):

The Corporation announced it has completed its initial public offering (the "**Offering**") raising gross proceeds of \$200,000 pursuant to a prospectus dated February 7, 2012.

5. Full Description of Material Change

5.1 Full Description of Material Change:

Please refer to the attached news release.

5.2 Disclosure for Restructuring Transaction:

Not Applicable

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer Knowledgeable of Material Change:

Paul Readwin
Director
Telephone: (403) 605-2336

9. Date of Report:

May 11, 2012

SCHEDULE "A"

Southtech Capital Corporation Announces Closing of Initial Public Offering

NOT FOR DISSEMINATION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Calgary, Alberta – May 3, 2012. Southtech Capital Corporation ("**Southtech**" or the "**Corporation**") (TSX Venture: STU.P) announces it has completed its initial public offering (the "**Offering**") raising gross proceeds of \$200,000, pursuant to a prospectus dated February 7, 2012. A total of 2,000,000 common shares in the capital of the Corporation (the "**Shares**") were subscribed for at a price of \$0.10 per Share. Macquarie Private Wealth Inc. ("**Macquarie**") acted as the agent for the Offering. Macquarie received a corporate finance fee and a cash commission equal to 10% of the gross proceeds of the Offering, as well as an option to purchase 200,000 Shares at a price of \$0.10 for a period of two years.

The Corporation now has 6,000,000 Shares outstanding, with the directors and officers of Southtech in aggregate holding 4,000,000 Shares.

The Shares have been listed on the TSX Venture Exchange and subsequently halted pending delivery of certain documents in connection with the closing of the Offering and are expected to begin trading under the stock symbol STU.P.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state in the United States in which such offer, solicitation or sale would be unlawful. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

ABOUT SOUTHTECH

The Corporation is a capital pool company ("**CPC**") that has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the CPC policy, until the completion of the qualifying transaction, the Corporation will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed qualifying transaction.

For further information, please contact:

Paul Readwin
Director

Southtech Capital Corporation

Telephone: (403) 605-2336

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 news release.