

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Spirit Bear Capital Corp. (the “Company”)
303 – 750 West Pender Street
Vancouver, BC, V6C 2T7

Telephone: 604-681-0084

Item 2. Date of Material Change

News Release dated November 26, 2018.

Item 3. News Release

The Company disseminated a news release concerning the material change described herein on November 26, 2018 and subsequently filed a copy on SEDAR at www.sedar.com.

Item 4. Summary of Material Change

Spirit Bear Capital confirms effective dates for share split.

Item 5. Full Description of Material Change

November 26, 2018 – Vancouver, British Columbia – Spirit Bear Capital Corp. (the “**Company**”) (NEX: SGB.H) is pleased to announce the effective dates for the implementation of its forward share split. Further to the news release of November 19, 2018, the Company intends to undertake a forward share split, on the basis of one additional common share for every one common share currently outstanding.

The record date for the stock split will be December 4, 2018. The Company’s common shares will be traded in accordance with the “due bill” procedures of the TSX Venture Exchange from December 3, 2018 through December 10, 2018. This means any trades of the Company’s common shares that are executed during this period will be identified to ensure that purchasers of the Company’s common shares during this period receive the entitlement to the stock split. The Company’s common shares will begin trading on a post-split basis effective at the open of markets on December 7, 2018.

The stock split is being conducted on a push-out basis. Share certificates or DRS advices for the additional shares resulting from the share split will be mailed to shareholders of record as of December 4, 2018. Shareholders of the Company do not need to take any action with respect to the share split. Following completion of the share split, the Company will have approximately 28,800,012 common shares outstanding.

For further information, contact Zula Kropivnitski at 604.681.0084.

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

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change disclosed in this report.

Zula Kropivnitski
Chief Executive Officer
Telephone: 604-681-0084.

Item 9. Date of Report

November 26, 2018