

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

Item 1 Name and Address of Company

Corporate Catalyst Acquisition Inc. (the "Corporation")
181 Bay Street
Suite 4400
Toronto, Ontario
M5J 2T3

Item 2 Date of Material Change

December 28, 2012

Item 3 News Release

A news release was issued under section 7.1 of National Instrument 51-102 and transmitted by Marketwire, Incorporated on December 28, 2012 and is attached hereto as Schedule "A".

Item 4 Summary of Material Change

The Corporation has completed its initial public offering of 2,084,400 common shares at a price of \$0.20 per share for total gross proceeds of \$416,880.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to the news release attached hereto as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Neither subsection 7.1(2) nor (3) is being relied upon.

Item 7 Omitted Information

No Information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Paul Kelly
Telephone: (416) 802-6636

Item 9 Date of Report

December 28, 2012

Schedule "A"

PRESS RELEASE

CORPORATE CATALYST ACQUISITION INC.

**181 Bay Street, Suite 4400
Toronto, Ontario
M5J 2T3**

Toronto, Ontario

December 28, 2012

Corporate Catalyst Acquisition Inc. (the "**Corporation**") (TSXV: "CII.P"), a capital pool company, announced today that it has received listing approval for its common shares from the TSX Venture Exchange (the "**Exchange**") and has closed its initial public offering, through Canaccord Genuity Corp. (the "**Agent**"), of 2,084,400 common shares at \$0.20 per share for total gross proceeds of \$416,880. The Agent acted as agent for the offering and received an administration fee and commission equal to 10% of the gross proceeds. The Corporation also issued non-transferable warrants to the Agent entitling it to purchase up to 208,440 common shares of the Corporation at \$0.20 per share for a period of 24 months from the date the common shares of the Corporation commence trading on the Exchange.

The principal business of the Corporation is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction". The funds raised under the offering are to be used to pursue the Corporation's Qualifying Transaction.

THE TSX VENTURE EXCHANGE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

On behalf of the Board of Directors of

CORPORATE CATALYST ACQUISITION INC.

"Paul Kelly"
Chief Executive Officer and Chief Financial Officer