

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

Corporate Catalyst Acquisition Inc. (the “**Company**”)
181 Bay Street, Suite 4400
Toronto, Ontario
M5J 2T3

Item 2 Date of Material Change

December 31, 2014

Item 3 News Release

A news release was disseminated on January 5, 2015 through Marketwired and filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has entered into a letter agreement dated December 31, 2014 to complete a business combination (the “**Transaction**”) with Inspiring Experiences Ltd. (“**IEL**”) by acquiring all of the issued and outstanding securities of IEL. The Transaction is intended to constitute the Qualifying Transaction of the Company, as such term is defined in Policy 2.4 of the Corporate Finance Manual of the TSX Venture Exchange.

Item 5 Full Description of Material Change

The material change is fully described in the news release attached hereto.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Paul Kelly
Chief Executive Officer and Chief Financial Officer
Tel: 416-802-6636

Item 9 Date of Report

January 5, 2015

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DISSEMINATION
IN THE UNITED STATES

PRESS RELEASE

CORPORATE CATALYST ACQUISITION INC.

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

**Corporate Catalyst Announces Letter Agreement to Complete a Qualifying Transaction
with Inspiring Experiences Ltd.**

Toronto, Ontario

January 5, 2015

Corporate Catalyst Acquisition Inc. (“**CCA**”) (trading symbol “**CIL.P**”), a capital pool company, is pleased to announce that it has entered into a letter agreement (the “**Letter Agreement**”) dated December 31, 2014 to complete a business combination (the “**Transaction**”) with Inspiring Experiences Ltd. (“**IEL**”) by acquiring all of the issued and outstanding securities of IEL. The Transaction is intended to constitute the Qualifying Transaction of CCA, as such term is defined in Policy 2.4 of the Corporate Finance Manual (“**Exchange Policy 2.4**”) of the TSX Venture Exchange (the “**Exchange**”).

About IEL

IEL is a private company incorporated under the laws of the Province of Ontario on June 20, 2007. IEL’s assets and principal office are located in Toronto, Ontario. IEL, together with its two wholly-owned subsidiaries, ZoomAndGo.com Inc. and ZoomAndGo Holdings Inc., is engaged in developing and providing shopping and booking software to the travel industry which integrates fragmented content into an easy to use interface and make comparison shopping easier. This software is initially being applied to the booking of hotels in a map-based application, but can be extended to rental cars, cruises and other products. IEL carries on its business primarily through its operating entity ZoomAndGo.com Inc.

The Qualifying Transaction

Subject to regulatory approval, CCA intends to acquire all of the issued and outstanding securities of IEL (“**IEL Securities**”) by way of a business combination for aggregate consideration expected to be in the amount of approximately \$20.54 million (on a non-diluted basis), to be paid by the issuance of common shares of CCA on a post-transaction basis (“**Resulting Issuer Shares**”).

Pursuant to the Letter Agreement, CCA will issue 121,376,294 Resulting Issuer Shares (at a deemed price of \$0.18 per share), in the aggregate, (the “**Security Consideration**”) to the holders of Class A common shares of IEL (“**IEL Common Shares**”), the holders of existing convertible debentures of IEL (“**IEL Convertible Debentures**”), the holders of the Bridge Loan (as defined below) and the holders, if any, of Series A preference shares of IEL (“**IEL Preference Shares**”) to acquire all the IEL Securities. In addition, all warrants (“**IEL Warrants**”) and stock options (“**IEL Options**”) of IEL that are issued and outstanding on the effective date of the Transaction (the “**Effective Date**”) will be exchanged for warrants and stock options, respectively, of the resulting public company (the “**Resulting Issuer**”) which shall be convertible into 25,570,668 Resulting Issuer Shares on a one-for-one basis, with the exercise price and other terms of such options and warrants unchanged.

The proposed Transaction is not a Non-Arm’s Length Qualifying Transaction pursuant to Section 2.1 of Exchange Policy 2.4 and, accordingly, CCA is not required to obtain shareholder approval of the Transaction.

Prior to, or within a reasonable period of time following the Effective Date, the name of the Resulting Issuer shall be changed to such name as IEL may reasonably determine (the “**Name Change**”), subject to regulatory and shareholder approval. CCA has also agreed to use its reasonable best efforts to consolidate its common shares on a basis agreed to by the parties on or prior to the Effective Date (the “**Consolidation**”), subject to shareholder approval. In addition, the Resulting Issuer will approve an incentive stock option plan pursuant to which options to acquire up to 20% of the issued and outstanding Resulting Issuer Shares, as of the Effective Date, on a post-transaction basis, may be issued, subject to certain conditions (the “**Amended Option Plan**”). CCA intends to hold a special shareholders’ meeting in early 2015, at which meeting it will ask shareholders to approve the Name Change, the Consolidation and the adoption of the Amended Option Plan. However, the closing of the Transaction is not subject to CCA shareholder approval.

IEL will prepare audited financial statements for its fiscal years ended June 30, 2012, 2013 and 2014 and unaudited financial statements for the three and six month periods ending December 31, 2014, in accordance with International Financial Reporting Standards. Set out below is certain unaudited financial information of IEL for its fiscal years ended June 30, 2014 and 2013 or as at the end of such periods, as the case may be:

	<u>June 30, 2014</u>	<u>June 30, 2013</u>
Revenue	\$30,569	\$16,306
Net Loss	\$(2,048,152)	\$(1,636,400)
Total Assets (as at)	\$7,529,982	\$6,081,369
Total Liabilities (as at)	\$8,010,857	\$4,514,092
Shareholders’ Equity (as at)	\$(480,875)	\$1,567,277

Completion of the proposed Transaction remains subject to a number of terms and conditions, including the entering into of a formal agreement between the parties, approval of the shareholders of IEL, approval of the Exchange and the completion of the Financing and the Bridge Loan.

The parties have agreed that until the Effective Date or the termination of the negotiations contemplated in the Letter Agreement, each of CCA and IEL will continue their respective operations in the ordinary course. The parties have further agreed that neither party will solicit or accept alternative offers without approval in advance by the other party.

The Financing

Prior to or contemporaneously with the completion of the Transaction, it is anticipated that IEL or CCA shall have completed one or more brokered or non-brokered private placements of IEL Common Shares or Resulting Issuer Shares, respectively, for aggregate minimum gross proceeds of \$7.5 million, at not less than \$0.18 per share and on such other terms to be agreed on by the parties (the “**Financing**”).

The Bridge Loan

It is anticipated that IEL will shortly enter into agreements to provide it with a loan of not less than \$3.5 million maturing on December 31, 2015 which shall be, directly or indirectly, convertible into or exchangeable for 29,166,667 Resulting Issuer Shares (or \$0.12 of principal amount per Resulting Issuer Share) on the Effective Date (the “**Bridge Loan**”). CCA understands that Messrs. Paul Kelly and Morris Prychidny, two of its directors, will be advancing a portion of the Bridge Loan.

Sponsorship

Sponsorship of the Transaction is required by the policies of the Exchange, unless an exemption is granted by the Exchange. CCA will apply for an exemption from the sponsorship requirements pursuant to Exchange policies. However, there is no assurance that the Exchange will grant this exemption.

Suspension of Trading of CCA Shares

On January 5, 2015, the Exchange suspended trading of the common shares of CCA as a result of CCA’s failure to complete a Qualifying Transaction within 24 months of listing. CCA has a further 90-day period (i.e. on or prior to March 30, 2015) within which to complete the Transaction or obtain the necessary shareholder approval and transfer its listing to the NEX Exchange. At CCA’s annual and special meeting of shareholders held on December 16, 2014, CCA received shareholder approval to transfer its listing to the NEX Exchange and to cancel an aggregate of 2,450,000 Seed Shares (as defined by the Exchange policies) held by Non-Arm’s Length Parties of CCA (including the officers, directors, insiders and control persons of CCA) if a Qualifying Transaction is not completed by March 30, 2015.

Additional Information

CCA will disclose additional information relating to the Transaction as soon as it becomes available, including information regarding any person who would be a controlling shareholder of

the Resulting Issuer, the names and backgrounds of all persons who will constitute insiders of the Resulting Issuer and any other relevant information.

Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

On behalf of the Board of Directors of

CORPORATE CATALYST ACQUISITION INC.

“Paul Kelly”
Chief Executive Officer and Chief Financial Officer

For further information contact:

Paul Kelly
Chief Executive Officer and Chief Financial Officer
416-802-6636

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Neither the 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 press release.

Forward-Looking Statements

This news release contains forward-looking statements relating to the timing and completion of the proposed Transaction, the future operations of CCA and the Resulting Issuer and other

statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the proposed Transaction and the future plans and objectives of CCA and the Resulting Issuer, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from CCA's expectations include the failure to satisfy the conditions to completion of the Transaction set forth above (particularly the closing of the Financing) and other risks detailed from time to time in the filings made by CCA with securities regulations.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of CCA. As a result, CCA cannot guarantee that the proposed Transaction will be completed on the terms and within the time disclosed herein or at all. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and CCA will only update or revise publicly the included forward-looking statements as expressly required by Canadian securities law.