

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

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

2. Date of Material Change(s):

December 2, 2014

3. News Release:

A news release was disseminated December 2, 2014 through the facilities of Marketwired.

4. Summary of Material Change(s):

The Corporation announced it has completed its initial public offering (the "**Offering**") raising gross proceeds of \$351,400 pursuant to an amended and restated prospectus dated September 26, 2014.

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:

Darren Stark
Director
Telephone: (246) 826-4020

9. Date of Report:

December 10, 2014

SCHEDULE "A"

Anchor Capital Corporation Announces Closing of Initial Public Offering

Calgary, Alberta – December 2, 2014. Anchor Capital Corporation ("**Anchor**" or the "**Corporation**") (TSX Venture: ANC.P) announces it has completed its initial public offering ("**Offering**") raising gross proceeds of \$351,400, pursuant to an amended and restated prospectus dated September 26, 2014. A total of 3,514,000 common shares in the capital of the Corporation (the "**Common Shares**") were subscribed for at a price of \$0.10 per Common Share. Richardson GMP Limited ("**RGMP**") acted as the agent for the Offering. RGMP 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 351,400 Common Shares at a price of \$0.10 for a period of two years from the date of closing.

The Corporation now has an aggregate of 5,514,000 Common Shares outstanding, with the directors and officers of Anchor in aggregate holding 2,000,000 Common Shares. Upon closing of the Offering, the Corporation granted an aggregate of 551,400 incentive stock options ("**Options**") to its directors and officers which are exercisable within 10 years from the date of grant at an exercise price of \$0.10 per share. The Options are governed by the Corporation's stock option plan and by the stock option agreement entered into by each optionholder.

The Common Shares of Anchor have been approved for listing on the TSX Venture Exchange and will be halted until closing occurs. The trading halt is expected to be lifted on December 2, 2014 and the Common Shares will resume trading under the stock symbol ANC.P.

ABOUT ANCHOR

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:

Darren Stark
President, Chief Executive Officer,
Chief Financial Officer and Director

Anchor Capital Corporation

Telephone: 246-826-4020

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.

(Not for dissemination in the United States of America)