

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Holly Street Capital Ltd. (“**Company**” or “**Holly**”)  
c/o 1500 – 1055 West Georgia Street  
Vancouver, BC  
V6E 4N7

**Item 2 Date of Material Change**

April 15, 2021

**Item 3 News Release**

The news release announcing the material change was disseminated on April 15, 2021. The news release was also subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Company announced that it has agreed with Southern Sky Resources Corp. that they will not be proceeding with their proposed qualifying transaction, and that the amalgamation agreement dated February 5, 2021 between Holly and Southern Sky Resources Corp. has been terminated effective as of April 15, 2021.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

Holly Street Capital Ltd., a capital pool company listed on the TSX Venture Exchange (the “**Exchange**”), announces that it has agreed with Southern Sky Resources Corp. (“**Southern Sky**”) that they will not be proceeding with their proposed qualifying transaction (“**Qualifying Transaction**”), and that the amalgamation agreement dated February 5, 2021 between Holly and Southern Sky has been terminated effective as of April 15, 2021.

Holly will re-commence its search for and evaluation of alternative acquisition opportunities with a view to completing a new qualifying transaction

**5.2 Disclosure for Restructuring Transactions**

Not applicable

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

Not applicable

**Item 7 Omitted Information**

None

**Item 8            Executive Officers**

Joel Freudman  
Chief Executive Officer  
Holly Street Capital Ltd.  
Tel. (647) 880-6414

**Item 9            Date of Report**

April 15, 2021