

Form 51-102F3
Material Change Report

1. Name and Address of Company

Sleeping Giant Capital Corp. (the “**Corporation**” or “**Sleeping Giant**”)
4000, 421 – 7th Avenue SW
Calgary, Alberta
T2P 4K9

2. Date of Material Change

June 15, 2021

3. News Release

The news release was disseminated on June 15, 2021 through Cision and subsequently filed on SEDAR.

4. Summary of Material Change

Sleeping Giant announced the closing of its initial public offering (the “**Offering**”) of 5,000,000 common shares (“**Common Shares**”) at a price of \$0.10 per Common Share for a total amount of \$500,000 pursuant to Sleeping Giant’s final prospectus dated May 20, 2021 (the “**Prospectus**”). Richardson Wealth Limited (the “**Agent**”) acted as agent in the Offering and received a remuneration of \$50,000, being 10% of the proceeds of the Offering, and non-transferable options to purchase an aggregate of 500,000 Common Shares at \$0.10 per share, valid for 5 years following the closing of the Offering. The Common Shares of Sleeping Giant were admitted for trading on the TSX Venture Exchange (the “**TSXV**”) under the symbol SSX.P at the opening of the market on June 17, 2021.

5. Full Description of Material Change

Sleeping Giant announced the closing of its Offering of 5,000,000 Common Shares at a price of \$0.10 per Common Share for a total amount of \$500,000 pursuant to Sleeping Giant’s Prospectus. The Agent received a remuneration of \$50,000, being 10% of the proceeds of the Offering, and non-transferable options to purchase an aggregate of 500,000 Common Shares at \$0.10 per share, valid for 5 years following the closing of the Offering.

The Corporation also granted stock options (the “**Stock Options**”) to directors of Sleeping Giant to acquire up to an aggregate of 780,000 Common Shares. Each Stock Option is exercisable to acquire one Common Share at a price of \$0.10 any time prior to June 15, 2031.

Following completion of the Offering, the Corporation has 7,800,000 Common Shares issued and outstanding, 2,800,000 of which are subject to escrow restrictions as disclosed in the Prospectus.

The Common Shares of Sleeping Giant were admitted for trading on the TSXV under the symbol SSX.P at the opening of the market on June 17, 2021.

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

Not Applicable.

7. Omitted Information

Not Applicable.

8. Executive Officer

Terence S. Meek
Chief Executive Officer
Sleeping Giant Capital Corp.
4000, 421 – 7th Avenue SW
Calgary, Alberta
T2P 4K9

Tel: (403) 813-3244

9. Date of Report

June 16, 2021