

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Windfire Capital Corp. (the “Company”)
2000 – 1177 West Hastings Street
Vancouver, BC V6E 2K3

Item 2 Date of Material Change

January 23, 2017

Item 3 News Release

The news release dated January 23, 2017 was issued on January 23, 2017 by Market News and Stockwatch.

Item 4 Summary of Material Change

The Company announced that it will not be proceeding with its proposed reverse takeover transaction with DMiner Asset Management Company Inc. and Riviera Mina Ltd., that was to be undertaken in accordance with the terms of a share purchase agreement previously announced on April 25, 2016. The Company will continue to identify and evaluate potential opportunities to increase shareholder value and will update investors accordingly. The Company has requested that the TSX Venture Exchange resume trading in the common shares of the Company as soon as practicable.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 above and in the attached News Release.

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 Officer

Clive Massey, President and Chief Executive Officer, 604.669.2191

Item 9 Date of Report

January 30, 2017



NEX: WIF.H

WINDFIRE ANNOUNCES TERMINATION OF PROPOSED TRANSACTION

January 23, 2017 - Windfire Capital Corp. (WIF.H:NEX) ("**Windfire**") announces that it will not be proceeding with its proposed reverse takeover transaction with DMiner Asset Management Company Inc. and Riviera Mina Ltd., that was to be undertaken in accordance with the terms of a share purchase agreement previously announced on April 25, 2016. Windfire will continue to identify and evaluate potential opportunities to increase shareholder value and will update investors accordingly. Windfire has requested that the TSX Venture Exchange resume trading in the common shares of Windfire as soon as practicable.

To find out more about Windfire, please contact investor relations by phone at (604) 644-6794.

Windfire Capital Corp.

"Clive Massey"

President and CEO

Disclaimer for Forward-Looking Information

Certain statements in this release are forward-looking statements, which reflect the expectations of management regarding Windfire's intention to continue to identify potential transactions. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits Windfire will obtain from them. These forward-looking statements reflect managements' current views and are based on certain expectations, estimates and assumptions which may prove to be incorrect. A number of risks and uncertainties could cause actual results to differ materially from those expressed or implied by the forward-looking statements, including Windfire's inability to identify transactions having satisfactory terms or at all. These forward-looking statements are made as of the date of this news release and Windfire assumes no obligation to update these forward-looking statements, or to update the reasons why actual results differed from those projected in the forward-looking statements, except in accordance with applicable securities laws.