

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Cliffwood Capital Corp. (formerly 1178406 BC Ltd. (the “Issuer”))
Suite 918 - 1030 West Georgia Street
Vancouver, BC, V6E 2Y3

Item 2 Date of Material Change

October 11, 2019

Item 3 News Release

The news release was disseminated through SEDAR

Item 4 Summary of Material Change

Cliffwood Capital Corp. announced the appointment of Mr. Liam Firus as Director. In connection with such appointment, Ms. Emily Davis stepped down as Director.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Cliffwood Capital Corp. (the “Company”) announces the appointment of Mr. Liam Firus as Director, effective October 11, 2019. In connection with such appointment, Ms. Emily Davis stepped down as Director. The Company wishes to thank Ms. Davis for her service to the Company.

Liam Firus studied business and finance at Athabasca University. While studying, Liam competed in high-level sport and qualified to represent Canada at the 2014 Winter Olympics in Sochi, Russia. Liam has worked in the capital markets for multiple years, advising and providing corporate services to private/public companies to give them the appropriate resources to successfully build their businesses.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Officer

Bronson Peever, 604-351-2085

Item 9 Date of Report

October 18, 2019