

Form 51-102F3

Material Change Report

Item 1: Name and Address of Company

HUFFINGTON CAPITAL CORP. (“Huffington”)
1740 - 1177 West Hastings Street
Vancouver, British Columbia V6E 2K3

Item 2 Date of Material Change

September 7, 2018.

Item 3 News Release

A news release was disseminated on September 12, 2018, by way of Globe Newswire.

Item 4 Summary of Material Change

Huffington, a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange, entered into a letter of intent dated September 7, 2018, for the arm’s length acquisition of 100% of the common shares of Nano Graphene Inc. dba Grapheneca, a company incorporated under the laws of the State of Florida, subject to certain conditions precedent, including completion by Grapheneca of a private placement for approximately \$4.5 million, satisfactory due diligence, execution of a definitive agreement and receipt of all necessary regulatory and Exchange approvals, which acquisition is intended to serve as Huffington’s “Qualifying Transaction” as defined by Exchange Policy 2.4.

Trading of the common shares of Huffington will remain halted and will recommence at such time as the Exchange may determine, having regard to the completion of certain requirements pursuant to Policy 2.4.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Huffington, a capital pool company as defined under Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”), entered into a letter of intent (the “**LOI**”) dated September 7, 2018, for the arm’s length acquisition of 100% of the common shares of Nano Graphene Inc. dba Grapheneca (“**Grapheneca**”), a company incorporated under the laws of the State of Florida. Pursuant to the terms of the LOI and subject to completion of certain conditions precedent, including, completion by Grapheneca of a private placement for approximately \$4.5 million, satisfactory due diligence, execution of a definitive agreement and receipt of all necessary regulatory and Exchange approvals, the proposed acquisition of Grapheneca will qualify as Huffington’s “Qualifying Transaction” as defined by Exchange Policy 2.4.

Trading of the common shares of Huffington will remain halted in connection with the dissemination of the September 12, 2018 news release and will recommence at such time as the

Exchange may determine, having regard to the completion of certain requirements pursuant to Policy 2.4. Further details of the proposed transaction, including the consideration to be paid, will follow in future news releases.

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

Not applicable.

Item 8 Executive Officer who is knowledgeable about the material change and this Report

Steve Bajic, President, Chief Executive Officer and Director

Business Telephone: (604) 288-8906

E-mail: steve@orangecapital.ca

Item 9 Date of Report

September 13, 2018.