

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

ITEM 1. NAME AND ADDRESS OF COMPANY

MG Capital Corporation (the "**Company**")
#201 - 135 - 10th Ave. S.
Cranbrook, BC V1C 2N1

ITEM 2. DATE OF MATERIAL CHANGE

September 8, 2020

ITEM 3. NEWS RELEASE

Issued on September 8, 2020 and distributed through the facilities of Newsfile Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that the expiry date for the 4,900,000 warrants issued on November 14, 2019, with regard to its non-brokered private placement, has been accelerated to 30 days from September 8, 2020 for a new Expiry Date of October 8, 2020.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The material change is fully described in the September 8, 2020 news release of the Company attached hereto as Schedule "A".

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

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

Contact: Robin Sudo, Chief Financial Officer and Corporate Secretary

Telephone: 250-426-7808

ITEM 9. DATE OF REPORT

September 9, 2020

SCHEDULE "A"
NEWS RELEASE

MG Capital Corporation announces Acceleration of Warrant Expiry Date

**Cranbrook, British Columbia, (Newsfile Corp. – September 8, 2020) – MG Capital Corporation
TSXV:DLP**

MG Capital Corporation ("MG Capital" or the "Corporation") announces that the expiry date (the "Expiry Date") for the warrants issued on November 14, 2019 (the "Warrants"), with regard to its non-brokered private placement (see news releases dated September 26, 2019 and November 15, 2019), has been accelerated to 30 days from today's date (for a new Expiry Date of October 8, 2020). The acceleration of the Expiry Date is due to a Trigger Event (as defined in the Warrant certificates), which occurred due to the price of the common shares being equal to or greater than \$0.25 for a period of 20 consecutive trading days, thereby automatically accelerating the Expiry Date of the Warrants. The Trigger event was disclosed in the private placement's news release of September 26, 2019 and in the respective Warrant certificates. The Warrants that are unexercised will expire and be of no further value at 4:30 p.m. PDT on October 8, 2020.

Exercise Price	Number and Dates of Warrants Issued	Accelerated Expiry Date
\$0.15	4,900,000 issued November 14, 2019	October 8, 2020

For further information, please contact:

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