

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Rozdil Capital Corporation (the "Company")
4 King Street West, Ste. 401
Toronto, ON
M5H 1B6

2. Date of Material Change

July 16, 2019

3. News Release

A news release with respect to this material change was disseminated on July 16, 2019 through the facilities of Newsfile.

4. Summary of Material Change

The Company announced that it has closed its initial public offering, pursuant to which it raised gross proceeds of \$215,000. The Common Shares have commenced trading on the Exchange under the symbol "ROZ.P".

5. Full Description of Material Change

For a full description of the material change, see Schedule "A".

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Neil A. Johnson, is the executive officer of the Company knowledgeable about the material change. He may be contacted through the following:

Email: njohnson@abingdoncapital.ca
Tel: 647 846-7766

9. Date of Report

July 16, 2019.

Schedule "A"

NEWS RELEASE

ROZDIL CAPITAL CORPORATION

**Rozdil Capital Corporation Completes Initial Public Offering;
Common Shares Commence Trading**

July 16, 2019 – Toronto, Ontario - Rozdil Capital Corporation ((the “**Corporation**”) (TSXV: **ROZ.P**) is pleased to announce that it has successfully completed its initial public offering of 2,150,000 common shares (the “**Common Shares**”) at \$0.10 per share for gross proceeds of \$215,000 (the “**Offering**”). As a result of this issuance, the Corporation has 4,500,000 Common Shares issued and outstanding, of which 2,350,000 Common Shares are subject to escrow restrictions as disclosed in the Corporation’s final prospectus dated May 27, 2019, a copy of which may be obtained at www.sedar.com. Haywood Securities Inc. (the “**Agent**”) acted as agent for the Offering. In connection with the Offering, the Agent received a cash commission of \$21,500, a corporate finance fee of \$12,500, reimbursement of legal fees, expenses and disbursements and 215,000 compensation warrants (the “**Agent’s Warrants**”). The Agent’s Warrants will expire 24 months from the date the Corporation’s Common Shares are listed on the TSX Venture Exchange (the “**Exchange**”).

The Corporation is a capital pool company pursuant to Policy 2.4 of the Exchange (the "CPC Policy"). Except as specifically contemplated in the CPC Policy, until the completion of its "Qualifying Transaction" (as defined in the CPC Policy), the Corporation will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed Qualifying Transaction.

The Corporation has also granted stock options to acquire an aggregate of 375,000 Common Shares at an exercise price of \$0.10 per share to the directors and officers of the Corporation, which will expire 5 years from the date of grant. The Corporation has also granted stock options to acquire 50,000 Common Shares to a consultant at an exercise price of \$0.10 per share exercisable for a period of 3 years from the date of grant.

The Corporation’s common shares have commenced trading on the Exchange under the symbol “ROZ.P”.

Investors are cautioned that trading in the securities of a capital pool company is considered highly speculative.

For further information, please contact:

Neil A. Johnson, Secretary
Email: njohnson@abingdoncapital.ca
Tel.: 647-846-7766

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Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.