

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Green Rise Capital Corporation (the "**Corporation**")
199 Bay Street
Suite 4000, Commerce Court West
Toronto, Ontario
M5L 1A9

Item 2 Date of Material Change

November 29, 2017

Item 3 News Release

A news release in respect of the material change described hereunder was issued and disseminated on November 29, 2017 through the facilities of CNW Newswire and was subsequently filed on SEDAR. A copy of the news release is attached as Schedule "A".

Item 4 Summary of Material Change

On November 29, 2017, the Corporation, a capital pool company, announced that it completed its initial public offering by issuing 2,275,000 common shares at a price of \$0.10 per common shares, for gross proceeds to the Corporation of \$227,500.

Item 5 Full Description of Material Change

See attached Schedule "A" for a full description of the material change.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact:

Vincent Narang
Chief Executive Officer
Telephone: (416) 294-2881
Email: vnarang@greenrisecapital.ca

Item 9 Date of Report

November 30, 2017

SCHEDULE "A"

(see attached)

**GREEN RISE CAPITAL CORPORATION
COMPLETES CAPITAL POOL COMPANY INITIAL PUBLIC OFFERING**

/NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES/

Toronto, Ontario, November 29, 2017 — Green Rise Capital Corporation (the “**Corporation**”) (TSXV: GRCC), a capital pool company, is pleased to announce that it has completed its initial public offering by issuing 2,275,000 common shares at a price of \$0.10 per common share, for gross proceeds to the Corporation of \$227,500 (the “**Offering**”).

The common shares of the Corporation are listed on the TSX Venture Exchange and will commence trading at the start of business on November 29, 2017 under the trading symbol of “GRCC”.

The net proceeds of the Offering will be used by the Corporation to identify and evaluate assets or businesses for acquisition with a view to completing a “Qualifying Transaction” under the capital pool company program of the TSX Venture Exchange.

Haywood Securities Inc. (the “**Agent**”) acted as agent for the Offering. In connection with the Offering, the Agent received a commission equal to 8% of the gross proceeds of the sale of the common shares and Agent’s warrants granting the Agent an option to purchase up to 8% of the common shares sold pursuant to the Offering.

For additional information, please see the prospectus of the Corporation dated October 31, 2017 or contact:

Vincent Narang
Chief Executive Officer
Tel: (416) 294-2881

Neither the 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.