

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

**Item 1 Name and Address of Corporation:**

Itasca Capital Ltd. (**Itasca** or the **Company**)  
1800 – 510 West Georgia Street  
Vancouver, British Columbia, V6B 0M3

**Item 2 Date of Material Change:**

August 13, 2019

**Item 3 News Release:**

A news release was disseminated through Cision Newswire on August 13, 2019.

**Item 4 Summary of Material Change:**

On August 13, 2019, the Company announced the appointment of Hassan R. Baqar to the Company's Board of Directors, effective as of August 13, 2019. Hassan has previously served in several executive positions, including in capacity of officer and director of publicly traded and privately held entities. Mr. Baqar will also continue in his role as Chief Financial Officer of the Company.

**Item 5 Full Description of Material Change:**

Please see attached press release dated August 13, 2019 for a full description of the material change.

**Item 6 Reliance on Section 7.1(2) of National Instrument 51-102:**

Not applicable.

**Item 7 Omitted Information:**

Not applicable.

**Item 8 Executive Officer:**

Larry G. Swets Jr.  
Chief Executive Officer  
(630) 290-2432

**Item 9 Date of Report:**

August 15, 2019

## SCHEDULE A

### ITASCA CAPITAL FILES SECOND QUARTER FINANCIAL STATEMENTS FOR THE PERIOD ENDED JUNE 30, 2019 AND ANNOUNCES APPOINTMENT OF HASSAN BAQAR TO THE COMPANY'S BOARD OF DIRECTORS

Vancouver, B.C. – August 13, 2019 – Itasca Capital Ltd. (TSX-V: ICL) (“Itasca” or “Company”) today filed its unaudited interim financial statements for the six months ended June 30, 2019 and the related management discussion & analysis, both of which are available under Itasca’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). All amounts are in Canadian dollars unless indicated otherwise.

The Company reported net gain attributable to common shareholders of \$1.2 million, or \$0.05 earnings per share in the second quarter of 2019, primarily due to \$1.6 million unrealized gain on the Company’s investment in 1347 Investors LLC, partially reduced by foreign exchange loss of \$0.3 million. Itasca reported net loss attributable to common shareholders of \$0.1 million, or \$0.005 loss per share in the second quarter of 2018.

As of June 30, 2019, Itasca reported total shareholders’ equity of \$14.3 million with a book value per share of \$0.65 based on the 21,810,626 issued and outstanding common shares.

Itasca also announced the appointment of Hassan R. Baqar to the Company’s Board of Directors, effective as of August 13, 2019. Hassan has previously served in several executive positions, including in capacity of officer and director of publicly traded and privately held entities. Mr. Baqar will also continue in his role as Chief Financial Officer of the Company.

#### Management Comments:

Larry G. Swets, Jr., Chief Executive Officer and Director, stated, “We are pleased to see improved common share price of Limbach Holdings Inc., which drives the value of our investment in 1347 Investors LLC. We continue to pursue realization options for our investment and other value-enhancing opportunities for Itasca and our shareholders. I am pleased that Hassan agreed to join the Board of Directors as he is instrumental to our future ability to develop opportunities to enhance shareholder value.”

For more information, please contact:

Larry G. Swets, Jr.  
630-290-2432

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

#### CAUTIONARY NOTE

*Book value per share is a non-IFRS measure calculated as the total of shareholders’ equity divided by the issued and outstanding shares of Itasca. The term “book value per share” does not have any standardized meaning according to IFRS and therefore may not be comparable to similar measures presented by other companies. There is no comparable IFRS measure presented in Itasca’s audited consolidated financial statements and thus no applicable quantitative reconciliation for such non-IFRS financial measure. Itasca believes that book value per share can provide information useful to its shareholders.*