

COOPERS PARK CORPORATION

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Coopers Park Corporation (“Coopers Park”)
#900-1095 West Pender St.
Vancouver, BC V6E 2M6

Item 2. Date of Material Change

April 8, 2015

Item 3. New Release

A press release was issued on April 8, 2015 through Marketwired, a copy of which was subsequently filed on SEDAR.

Item 4. Summary of Material Change

Coopers Park announces going private transaction the result of which all of the voting common shares of Coopers Park, other than those held by 0698500 B.C. Ltd., a corporation owned by Terence Hui, the President and a Director of Coopers Park, will be cancelled in exchange for a cash payment of \$1.62071 (the “**Consolidation Price**”) per share.

Item 5. 5.1 – Full Description of Material Change

On April 8, 2015, Coopers Park announced that its board of directors had unanimously approved (with its President, Terence Hui having declared his interest and abstaining) a going private transaction to be completed by consolidating Coopers Park’s outstanding voting common shares on the basis of one voting common share for each 254,084 voting common shares (the “**Consolidation**”). The Consolidation is subject to the required shareholder approvals at Coopers Park’s upcoming annual and special meeting of shareholders scheduled to be held on May 14, 2015 (the “**Meeting**”), and to regulatory approval.

As fractional shares will not be issued in the Consolidation, each holder of voting common shares of Coopers Park, other than 0698500 B.C. Ltd., are to receive the Consolidation Price in cash for each voting common share held immediately prior to the Consolidation becoming effective (with no amount payable to any shareholder who would be entitled to receive, net of withholding taxes, less than \$10). The Consolidation Price represents a premium of 117% to 133% to the trading price of the voting common shares in the period of 180 days prior to March 31, 2015. There are currently 846,953 voting common shares of Coopers Park issued and outstanding. After completion of the Consolidation, 0698500 B.C. Ltd. will be the sole shareholder of Coopers Park, holding one voting common share and

all of its non-voting common shares. 0698500 B.C. Ltd. currently holds 30% of the total voting common shares of Coopers Park and all of its non-voting common shares.

The Consolidation is subject to approval by 2/3rds of the voting common shares voted at the Meeting and by the approval of a majority of the votes cast by minority shareholders at the Meeting pursuant to the requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*. The votes of 0698500 B.C. Ltd. will be included in the 2/3rds corporate approval but not in the approval by the majority of the minority pursuant to MI 61-101.

The board of directors of Coopers Park established an independent committee of Mr. Thomas Chambers and Mr. Jerry Meerkatz to review the proposed Consolidation. The committee engaged Axiom Law Corporation as its independent legal counsel and Evans & Evans, Inc. to provide a fairness opinion in relation to the transaction (the “**Fairness Opinion**”). On the basis of its review of the proposed Consolidation, including the Fairness Opinion, the independent committee has unanimously recommended to Coopers Park’s board of directors that it recommend to holders of the voting common shares to vote in favour of the Consolidation. The Fairness Opinion is attached to Coopers Park’s management information circular for the Meeting which will be available under Coopers Park’s profile at www.sedar.com.

If approved at the Meeting, Coopers Park expects the Consolidation to be effective on or about May 21, 2015.

Subject to the approval of the Consolidation at the Meeting and to regulatory approval, Coopers Park intends to file articles of amendment to effect the Consolidation. Once the Consolidation is completed, Coopers Park intends to apply to have its common shares delisted from the TSX Venture Exchange and intends to apply to cease to be a reporting issuer with the applicable securities regulatory authorities.

Coopers Park wishes to complete the going private transaction in order to provide its shareholders, other than 0698500 B.C. Ltd., with the opportunity to realize the value for their shares, having regard to the fact that the shares are thinly traded. The going private transaction will also eliminate the burden of continuing as a reporting issuer. Under applicable securities laws a broad range of regulatory obligations are imposed on companies, such as the Corporation, with public shareholders. These regulatory requirements necessitate the employment of independent accountants, financial consultants, printers, lawyers and other skilled personnel. Regulatory requirements such as MI 61-101 also subject certain transactions between public corporations and their “related parties”, to independent valuation and minority shareholder approval requirements. Coopers Park believes that the present and the anticipated time and costs that would be entailed in meeting the legal obligations to public shareholders cannot be justified in view of the Corporation’s present business strategy, including it having a limited number of public shareholders.

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

Dennis Au-Yeung
Vice President, Chief Financial Officer and Corporate Secretary
(604) 662-8383

Item 9. Date of Report

April 8, 2015

THIS REPORT MAY CONTAIN FORWARD-LOOKING STATEMENTS AND INFORMATION RELATING TO SUCH MATTERS AS EXPECTED FINANCIAL PERFORMANCE, BUSINESS PROSPECTS, PROPOSED TRANSACTIONS, DEVELOPMENT ACTIVITIES AND LIKE MATTERS. THESE STATEMENTS INVOLVE RISK AND UNCERTAINTIES, INCLUDING BUT NOT LIMITED TO RISK FACTORS DESCRIBED IN DOCUMENTS FILED WITH REGULATORY AUTHORITIES. ACTUAL RESULTS COULD DIFFER MATERIALLY FROM THOSE PROJECTED AS A RESULT OF THESE RISKS AND SHOULD NOT BE RELIED UPON AS A PREDICTION OF FUTURE EVENTS. COOPERS PARK UNDERTAKES NO OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS TO REFLECT EVENTS OR CIRCUMSTANCES AFTER THE DATE ON WHICH SUCH STATEMENT IS MADE, OR TO REFLECT THE OCCURRENCE OF UNANTICIPATED EVENTS UNLESS REQUIRED TO DO SO UNDER APPLICABLE LAW.