

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

**ALBERTA SECURITIES COMMISSION**

4th Floor 300 -5<sup>th</sup> Avenue SW

Calgary, Alberta T2P 3C4

**Attention: Executive Director**

-and to-

**BRITISH COLUMBIA SECURITIES COMMISSION**

PO Box 10142 Pacific Centre 701

West Georgia Street

Vancouver, British Columbia V7Y 1L2

**Attention: Executive Director**

-and to-

**TSX VENTURE EXCHANGE INC.**

10th Floor, 300 - 5 Avenue SW

Calgary, Alberta T2P 3C4

Dear Sirs:

**Re: LEEWARD CAPITAL CORP. (the "Corporation") - Material Change Report**

This letter is intended as a statement setting forth certain matters that may be a material change in the affairs of the Corporation. For convenience, this letter is itemized in the same manner as Form 51-102F3 of National Instrument 51-102. Concurrent with this filing, this letter is being filed with the TSX Venture Exchange, being the only exchange on which the Corporation's shares are currently listed.

**1. Reporting Issuer:**

Leeward Capital Corp.  
#101, 2719 - 7 Avenue NE  
Calgary, Alberta T2A 2L9  
("Issuer" or "Corporation")

**2. Date of Material Change:**

May 30, 2011

**3. News Release:**

The Corporation issued a news release on or about June 6, 2011 through the facilities of Stockwatch, a copy of which has also been filed on SEDAR.

**4. Summary of Material Change:**

The Corporation announced that it has increased and closed its previously announced private placement of units.

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

Please refer to the press release attached hereto as Schedule "A".

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

Not applicable.

**7. Omitted Information:**

No significant facts have been omitted by the report.

**8. Executive Officer:**

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted by the Commission as follows:

Mr. Jerry Bulman, President - (403) 265-4077

Dated at Calgary, Alberta this 6th day of June, 2011.

**LEEWARD CAPITAL CORP.**

**Per: (Signed) "Jerry Bulman"  
Jerry Bulman**

IT IS AN OFFENCE UNDER THE SECURITIES ACT AND THE SECURITIES REGULATION FOR A PERSON OR COMPANY TO MAKE A STATEMENT IN A DOCUMENT REQUIRED TO BE FILED OR FURNISHED UNDER THE ACT OR THE REGULATION THAT, AT THE TIME AND IN THE LIGHT OF THE CIRCUMSTANCES UNDER WHICH IT IS MADE, IS A MISREPRESENTATION.

## SCHEDULE "A"

### LEEWARD CAPITAL CORP.

#### LEEWARD CLOSSES PRIVATE PLACEMENT

**For Immediate Release**  
**Calgary, Alberta**

**June 6, 2011**  
**Trading Symbol: "LWC"**

**Calgary, Alberta** - Mr. Jerry Bulman, President of Leeward Capital Corp. (the "Corporation" or "Leeward"), announces that it has increased its previously announced private placement of units ("Units") to \$250,000 and has closed on the increased amount. The Corporation completed the sale of 3,125,000 Units at \$0.08 per Unit for aggregate gross proceeds of \$250,000 (the "Offering"). Each Unit consists of one common share in the capital of the Corporation (a "Common Share") and one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant is exercisable for 2 years from the closing of the Offering to acquire one Common Share at a price of \$0.20 per Common Share. The Offering is subject to final regulatory approval and all securities issued in connection with the Offering are subject to a four-month and one day hold period under applicable securities laws.

The Corporation paid an arm's length finder 10% of the gross proceeds and issued 312,500 finders Units, with each Unit having the same terms as described above.

The net proceeds from the Offering will be used for general working capital purposes and to continue the Corporation's drilling program on the Nithi Mountain property.

*On Behalf of the Board of Directors*

"Jerry Bulman"

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

***The TSX Venture Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of the information contained herein. Certain information regarding the Corporation contained herein may constitute forward-looking statements under applicable securities laws. Such statements are subject to known or unknown risks and uncertainties that may cause actual results to differ materially from those anticipated or implied in the forward-looking statements.***

*This news release may contain certain forward-looking information and statements. All statements included herein, other than statements of historical fact, including are forward-looking information and such information involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in the Corporation's disclosure documents on the SEDAR website at [www.sedar.com](http://www.sedar.com). The Corporation does not undertake to update any forward looking information except in accordance with applicable securities laws.*