

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

**Item 1 Name and Address of Company**

Century Financial Capital Group Inc. (“**Century**” or the “**Company**”)  
Canadian Venture Building  
82 Richmond Street East  
Toronto, ON M5C 1P1

**Item 2 Date of Material Change**

February 1, 2017.

**Item 3 News Release**

The Company issued a news release concerning the material change described herein on December 28, 2017 and subsequently filed copies on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 Summary of Material Change**

The Company issued an unsecured convertible note (the “**Note**”) with Yaron Conforti, the CEO and a director of the Company on February 1, 2017 in the principal amount of \$35,000.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

On February 1, 2017, the Company issued to Yaron Conforti, the CEO and a director of the Company, the Note in the principal amount of \$35,000. Under the terms of the Note, principal was due and payable on demand, and the Note could be converted at any time at Yaron Conforti’s option into up to 2,966,102 common shares (“**Shares**”) in the capital of the Company at a conversion price of \$0.0118 per Share.

This transaction was approved on February 1, 2017 by the disinterested directors of the Company through directors’ resolutions in accordance with the *Business Corporations Act* (Ontario). Yaron Conforti disclosed to the directors a material interest in the Agreement and abstained from voting in respect of the resolution. The purpose of the transaction was to provide working capital to the Company to address immediate capital needs of the Company, including the obligation to pay outstanding accounts with the Company’s service providers.

Assuming conversion of the Note, Yaron Conforti would be entitled to receive 2,966,102 Shares at a price of \$0.0118, which would constitute approximately 203% of the issued and outstanding Shares. As of the date of issuance of the Note, Yaron Conforti did not hold any Shares or securities convertible to acquire Shares of the Company.

The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) provided in Sections 5.5(c) and 5.7(b), respectively, of MI 61-101, on the basis that (a) the transaction is a distribution of securities for cash, (b) neither the Company nor, to the knowledge of the Company after reasonable inquiry, Yaron Conforti, had knowledge of any material information concerning the Company or its securities that has not been generally disclosed, (c) the securities of the Company are not listed on a designated stock exchange, (d) neither the fair market value of the Note or the Shares exceeds \$2,500,000, (e) the issuer had two independent directors in respect of the transaction who are not employees of the Company, and (f) all of the independent directors approved the transaction.

**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**

Yaron Conforti  
CEO  
Tel: (416) 716-8181

**Item 9 Date of Report**

December 28, 2017.