

ADDED CAPITAL INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Added Capital Inc. (the “Corporation”)
1 Adelaide Street East, Suite 801
Toronto, ON M5C 2V9

Item 2: Date of Material Change

March 14, 2019.

Item 3: News Release

A news release was issued and disseminated on March 14, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Corporation is reporting changes to its board of directors and senior officers, and the sale by Vic Alboini, former director and Chief Executive Officer, of certain common shares in the capital of the Corporation to a third party in a private transaction.

Item 5.1: Full Description of Material Change

See attached news release at Schedule “A” to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Michael Lerner
President, CEO and Director
Tel: 416-710-4906
Email: mlerner10@gmail.com

Item 9: Date of Report

This report is dated as of the 3rd day of April, 2019.

SCHEDULE “A”

Please see attached.

Added Capital Announces Changes to Board of Directors and Management and Share Sale

Toronto, ON – March 14, 2019 – Added Capital Inc. (“**Added Capital**” or the “**Company**”) (TSXV: ADD) today announced changes to its board of directors and senior officers, and the sale by Vic Alboini of certain common shares in the capital of the Company (“**Common Shares**”) to a third party in a private transaction.

Changes to Board of Directors and Management

The Company announces that Vic Alboini, Gerry Sternberg and Peter Reimer have resigned as directors of the Company, and Vic Alboini and Perry Rapagna have also resigned as, respectively, Chief Executive Officer and Chief Financial Officer. The Company has appointed Michael Lerner, Binyomin Posen, Donal Carroll and Balu Gopalakrishnan to the board of directors in order to fill the vacancies created by the foregoing resignations. In addition, Michael Lerner and Balu Gopalakrishnan have been appointed as, respectively, Chief Executive Officer and Chief Financial Officer. The Company wishes to thank the outgoing directors and officers for their service over the years.

Mr. Lerner brings with him more than 20 years of experience in the natural resources market, starting as an institutional trader at CIBC and Wellington West, and then as a professional trader and financier focused on junior mining stocks at Dominick and Dominick. Since 2012, Mr. Lerner has become more involved in the operations of junior mining companies as an officer or director of public companies including Happy Creek Minerals, Jiminex Inc., Fairmont Resources Inc., Navasota Resources and Randsburg International Gold Corp. where he has helped to rehabilitate these companies.

Mr. Posen is a Senior Analyst at Plaza Capital, where he focuses on corporate finance, capital markets and helping companies go public. He returned to Toronto to complete his baccalaureate degree after three and a half years of studies overseas. Mr. Posen is now employed as an analyst at a Toronto boutique investment bank where his role consists of raising funds for IPOs and RTOs, business development for portfolio companies and client relations.

Mr. Balu Gopalakrishnan is a Chartered Accountant with significant public company experience, including more than six years with XCEED Mortgage Corporation, where he gained significant experience preparing the company’s annual and quarterly consolidated financial statements, Management Discussion and Analysis (MD&A) for quarterly and annual regulatory filings in accordance with International Financial Reporting Standards.

Mr. Carroll has over 15 years of corporate finance leadership and public company experience, as well as in-depth experience in syndicated investments in equity and debt securities. Throughout his career with Danaher Corporation (NYSE: DHR), Unilever PLC (NYSE: UL), and Cardinal Meat Specialists Ltd., Mr. Carroll was instrumental in major restructuring activities, mergers and acquisitions, and the implementation of new internal controls and enterprise resource planning systems. Mr. Carroll is currently the Chief Financial Officer of FSD Pharma Inc. (CSE: HUGE). He also serves as Director of Bird River Resources Inc. (CSE: BDR), a natural resources company focused on the energy sector. Mr. Carroll holds a CPA-CMA designation as well as a Bachelor of Commerce degree from University College, Dublin.

Share Sale

In addition, Stature Inc. (“**Stature**”), an Ontario corporation that is owned by Vic Alboini, announces that, effective March 14, 2019, it sold an aggregate of 1,600,000 Common Shares in a private transaction for a total price of \$20,000 or approximately \$0.0125 per Common Share (the “**Share Sale**”). Prior to the Share Sale, Stature and Vic Alboini (together, the “Alboini Group”) beneficially owned, or exercised control or direction over, 10,857,364 Common Shares, options exercisable for the

purchase of 250,000 Common Shares, and warrants exercisable for the purchase of 5,500,000 Common Shares, representing 63.8% of the issued and outstanding Common Shares on a non-diluted basis, and 72.9% on a partially-diluted basis (assuming exercise of Alboini Group's convertible securities). Following the Share Sale, The Alboini Group beneficially owns or exercises control or direction over, 9,257,364 Common Shares and the same number of options and warrants as prior to the Share Sale, representing 54.3% of the issued and outstanding Common Shares on a non-diluted basis, and 65.8% on a partially-diluted basis (assuming exercise of the Alboini Group's convertible securities).

Copies of the early warning report that will be filed by Stature may be obtained on the Company's SEDAR profile or by contacting Stature at (416) 483-3760.

About Added Capital Inc.

Added Capital Inc. is a Toronto-based financial advisory firm and merchant bank focused on small cap and microcap public companies and private companies, with a specialization in mergers and acquisitions, merchant banking investments and financial restructurings.

Neither 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.