

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

April 3, 2019.

Item 3: News Release

A news release was issued and disseminated on April 3, 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 that it will be seeking shareholder approval, at a special meeting of the shareholders of the Company to be held on May 8, 2019, to effect, among other things, (i) a consolidation of the Company's issued and outstanding common shares (“**Common Shares**”), on the basis of up to twenty (20) pre-consolidation Common Shares for one (1) post-consolidation Common Share, and (ii) the voluntary delisting of the Common Shares from the TSX Venture Exchange.

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 4th day of April, 2019.

SCHEDULE "A"

Please see attached.

Added Capital Announces Special Meeting to Seek Approval for Consolidation and Delisting

Toronto, ON – April 3, 2019 – Added Capital Inc. (“**Added Capital**” or the “**Company**”) (TSXV: ADD) announces that it will be seeking shareholder approval, at a special meeting of the shareholders of the Company (the “**Meeting**”) to be held on May 8, 2019, to effect, among other things, (i) a consolidation of the Company's issued and outstanding common shares (“**Common Shares**”), on the basis of up to twenty (20) pre-consolidation Common shares for one (1) post-consolidation Common Share (the “**Consolidation**”), and (ii) the voluntary delisting of the Common Shares from the TSX Venture Exchange (the “**Delisting**”).

Consolidation

The Consolidation is subject to approval by the shareholders of the Company representing at least 2/3 of the Common Shares voting at the Meeting and acceptance by the TSX Venture Exchange. There are currently 17,027,933 Common Shares outstanding. Assuming the maximum consolidation ratio of 20:1, if effected, the Consolidation will result in there being approximately 851,397 Common Shares outstanding. Only whole post-Consolidation Common Shares will be issued under the Consolidation. Any fractional interest in post-Consolidation Common Shares resulting from the Consolidation will be rounded up to the next higher whole number, if the fraction is 0.5 or greater, and rounded down to the next lower whole number if the fraction is less than 0.5.

The Company is seeking shareholder approval for the Consolidation to give the Board of Directors the flexibility to consolidate should it deem that it would be in the best interests of the Company and its shareholders. The Company will not be changing its name in conjunction with the Consolidation.

Delisting

The Delisting is subject to acceptance by the TSX Venture Exchange, which is in part, conditional upon the Delisting being approved at the Meeting by shareholders of the Company representing at least a majority of the Common Shares voting at the Meeting and, in addition, receiving “majority of the minority shareholder approval” at the Meeting.

Additional details concerning the Consolidation and the Delisting, requirements for the Consolidation to be implemented (including, among other things, obtaining approval from the TSX Venture Exchange) and procedures for voting at the Meeting will be contained in the management information circular of the Company (the “**Circular**”) to be prepared in connection with the Meeting. Copies of the meeting materials, including the Circular, will be available on the Company's SEDAR profile at www.sedar.com. Shareholders are urged to carefully review the Circular and accompanying meeting materials as they contain information regarding the Consolidation, Delisting and its consequences to Shareholders.

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.

On behalf of the Board of Directors,

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

Forward-Looking Statements

Certain statements included in this press release constitute forward-looking information or statements (collectively, “forward-looking statements”), including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend”, “may”, “should” and similar expressions to the extent they relate to the Company or its management. The forward- looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

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.