

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

February 13, 2020.

Item 3: News Release

A news release was issued and disseminated on February 13, 2020 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 the consolidation of the Company’s issued and outstanding common shares on the basis of one (new) post consolidation common share for each 20 (old) pre-consolidation common shares (the “Consolidation”) was effective as of February 13, 2020. The Consolidation was approved at the Company’s annual and special meeting of shareholders held on May 8, 2019.

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 18th day of February, 2020.

SCHEDULE "A"

Please see attached.

Added Capital Announces Effective Date of Consolidation

Toronto, ON – February 13, 2020 – Added Capital Inc. (“**Added Capital**” or the “**Company**”) is reporting the consolidation of the Company’s issued and outstanding common shares on the basis of one (new) post consolidation common share for each 20 (old) pre-consolidation common shares (the “**Consolidation**”) is effective as of February 13, 2020. The Consolidation was approved at the Company’s annual and special meeting of shareholders held on May 8, 2019.

Prior to the Consolidation, the Company had 17,027,933 common shares issued and outstanding. As a result of the Consolidation, the Company has approximately 851,396 common shares issued and outstanding. No fractional post-consolidation Common Shares shall be issued and the number of post-consolidation Common Shares issuable to such shareholder shall 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.

A letter of transmittal will be mailed to registered shareholders providing instructions to surrender the certificates evidencing common shares held in exchange for replacement certificates or Direct Registration Advice representing the number of common shares to which they are entitled as a result of the Consolidation. Until surrendered, each certificate representing common shares prior to the Consolidation will be deemed for all purposes to represent the number of whole common shares to which the holder thereof is entitled as a result of the Consolidation. Shareholders who hold their common shares in brokerage accounts or in “street name” are not required to take any action to surrender for exchange common shares held.

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.