

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

**Item 1. Name and Address of Company**

GAR Limited  
100 Bass Pro Mills Drive, Suite 49  
Vaughan, ON L4K 5X1

**Item 2. Date of Material Change**

October 24, 2017

**Item 3. News Release**

News Release dated October 26, 2017 was disseminated and filed on SEDAR on October 26, 2017.

**Item 4. Summary of Material Change**

The Company announces closing of private placement.

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

**5.1 Full Description of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement of 7,000,000 units at a price of \$0.05 per Unit for gross proceeds of \$350,000 (the “**Offering**”).

Each Unit consists of one common share and one common share purchase warrant. Each warrant will entitle the holder thereof to purchase an additional common share at a price of \$0.10 until October 24, 2019.

All securities issued in connection with the Offering are subject to a statutory hold period expiring February 25, 2018 in accordance with applicable securities legislation. The Company intends to use the net proceeds of the Offering for working capital purposes.

**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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Eugene Beukman, CFO  
Tel: (604) 687-2038 ext. 223

**Item 9. Date of Report**

October 26, 2017.