

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Netcoins Holdings Inc. (the “**Company**”)
488 - 1090 West Georgia Street
Vancouver, BC
V6E 3V7

Item 2 Date of Material Change

August 29, 2018.

Item 3 News Release

A News Release dated August 24, 2018 was disseminated and filed on SEDAR.

Item 4 Summary of Material Change

The Company has completed its previously announced name change to “Netcoins Holdings Inc.” and continuation into the province of British Columbia.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to its news release dated August 22, 2018, the effective date for the Company’s name change to “Netcoins Holdings Inc.” was August 29, 2018 (the “Name Change”). The Company’s Canadian Securities Exchange (“**CSE**”) ticker symbol did not change and remains NETC. Following the Name Change, the Company effected a continuation into the province of British Columbia on August 31, 2018 (the “**Continuation**”).

The Company’s common shares began trading on the CSE on August 30, 2018 under the name “Netcoins Holdings Inc.” and the symbol “NETC”. The new CUSIP is 64113C103 and the new ISIN number is CA64113C1032.

The Name Change and Continuation were approved by the Company’s shareholders at its Annual General and Special Meeting held on August 21, 2018. For a detailed description of the principal effects of the Continuation, please refer to the Company’s Management Information Circular dated July 18, 2018 and filed on SEDAR on July 24, 2018.

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

Kevin Ma
CFO and Director

Item 9 Date of Report

September 5, 2018