

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

1. Name and Address of Company

Wamco Technology Group Ltd. (the "Company")
365 Bay Street, Suite 400
Toronto, ON M5H 2V1

2. Date of Material Change

March 29, 2017

3. News Release

A press release disclosing the material change was released on March 31, 2017, through the facilities of Newsfile Corp.

4. Summary of Material Change

The Company and certain of its principal shareholders have entered into a binding agreement (the "Agreement") with TCG Acquisition Corp. ("TCG") which outlines the general terms and conditions of a proposed transaction pursuant to which the Company will acquire all of the issued and outstanding securities of TCG in exchange for securities of the Company. The proposed transaction is anticipated to be carried out by way of amalgamation or other similar transaction, pursuant to which TCG will amalgamate with a wholly-owned subsidiary of the Company (the "Proposed Transaction"). As a result of the Proposed Transaction, the Company will continue on with the business of TCG.

5. Full Description of Material Change

A full description of the material change is described in the Company's press release dated March 31, 2017 which is attached as Schedule "A" hereto.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Lisa McCormack, President and Chief Executive Officer of the Company: (416) 361-2820.

9. Date of Report

This report is dated at Toronto, this 31st day of March, 2017.

SCHEDULE "A"

PRESS RELEASE

WAMCO TECHNOLOGY GROUP LTD.

365 Bay Street, Suite 400
Toronto, Ontario M5H 2V1

FOR IMMEDIATE RELEASE

**WAMCO TECHNOLOGY GROUP LTD. ENTERS INTO BINDING AGREEMENT WITH
TCG ACQUISITION CORP. TO COMPLETE REVERSE TAKE-OVER**

Toronto, Ontario, March 31, 2017 ó Wamco Technology Group Ltd. (the "Company" or "Wamco") is pleased to announce that it and certain of its principal shareholders have entered into a binding agreement (the "Agreement") with TCG Acquisition Corp. ("TCG") which outlines the general terms and conditions of a proposed transaction pursuant to which Wamco will acquire all of the issued and outstanding securities of TCG in exchange for securities of Wamco. The proposed transaction is anticipated to be carried out by way of amalgamation or other similar transaction, pursuant to which TCG will amalgamate with a wholly-owned subsidiary of Wamco (the "Proposed Transaction"). As a result of the Proposed Transaction, the Company will continue on with the business of TCG.

Wamco is a reporting issuer in the Provinces of Alberta and British Columbia and its common shares (the "Wamco Shares") are not currently listed on any exchange or market. As contemplated by the Agreement, Wamco and TCG intend to apply to the Canadian Stock Exchange ("CSE") for the listing of the Wamco Shares (the "Listing"). Wamco has no commercial operations, no assets and minimal liabilities.

TCG is a privately held company incorporated pursuant to the *Business Corporations Act* (Ontario). TCG has been formed for the initial purpose of making investments primarily in the United States.

The Proposed Transaction is subject to, among other things, receipt of the requisite shareholder approvals, approval of the CSE, and additional conditions as described in the Agreement. Holders of greater than 70% of the Wamco Shares have entered into agreements to support the Proposed Transaction.

Prior to the completion of the Proposed Transaction, Wamco will call a meeting of its shareholders for the purpose of approving, among other matters, (i) a possible consolidation of the issued and outstanding Wamco Shares (the "Consolidation"); (ii) a change of name of Wamco to a name to be determined by TCG and acceptable to regulatory authorities; (iii) the election of nominees of TCG to the board of directors of Wamco; (iv) the approval of the Proposed Transaction, if required under applicable law; and (v) such other matters as the parties or the CSE may require. Upon closing of the Proposed Transaction, the board of directors of Wamco will be reconstituted in a manner that complies with the requirements of the CSE and

applicable securities laws. TCG shall be entitled to all nominees on the reconstituted board, subject to the receipt of applicable regulatory approvals.

In connection with the Proposed Transaction, TCG intends to undertake one or more equity financings (the "TCG Financing"). Further information regarding such financing(s) will be available in due course. Upon closing of the Proposed Transaction, all securities of TCG issued in connection with the TCG Financing will automatically be exchanged for post-Consolidation Wamco Shares on the same terms as existing TCG securities.

Further details about the Proposed Transaction and the resulting issuer will be provided in a comprehensive news release and in the disclosure document to be prepared and filed in respect of the Proposed Transaction. Wamco and TCG intend that the Agreement will be superseded by a definitive amalgamation agreement which will be filed on the Company's SEDAR profile at www.sedar.com.

Investors are cautioned that, except as disclosed in the disclosure document to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon.

For further information please contact:

Wamco Technology Group Ltd.
Lisa McCormack
President
Email: lmccormack@irwinlowy.com

or

TCG Acquisition Corp.
Richard A. Kimball, Jr.
Chief Executive Officer
Email: Richard.kimball@costeragroup.com

The CSE has in no way passed upon the merits of the Proposed Transaction or the listing of the Wamco Shares, and has neither approved nor disapproved the contents of this news release. Approval of the CSE for the listing of the Wamco shares will be subject to, among other things, the resulting issuer satisfying the listing requirements of the CSE. There can be no assurance that the approval of the CSE regarding the listing of the Wamco shares will be obtained.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

All information contained in this news release with respect to Wamco and TCG was supplied by the parties, respectively, for inclusion herein, and Wamco and its directors and officers have relied on TCG for any information concerning such party.

Forward-Looking Information

This news release contains forward-looking information based on current expectations. Statements about, among other things, the closing of the Proposed Transaction, expected terms of the Proposed Transaction, the number of securities of Wamco that may be issued in connection with the Proposed Transaction, the ownership ratio of the resulting issuer post-closing, the TCG Financing, the Consolidation, shareholder approval and the parties' ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Proposed Transaction will occur or that, if the Proposed Transaction does occur, it will be completed on the terms described above. Wamco and TCG assume no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.