

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Applied Inventions Management Corp. (“**AIM**” or the “**Company**”)
1 Adelaide Street East, Suite 801
Toronto, ON M5C 2V9

Item 2. Date of Material Change

April 27, 2016.

Item 3. News Release

News releases disseminated on April 27, 2016 via a Canadian news wire service and filed on SEDAR.

Item 4. Summary of Material Change

Applied Inventions Management Corp. (“**AIM**” or the “**Company**”) announces that effective April 27, 2016 (the “**Closing Date**”) Michael Stein, a director and President of the Company, and WFE Investments Corp. (“**WFE**”), a company Mr. Stein controls and directs, has agreed to settle an aggregate of \$645,154 of indebtedness owing from the Company (the “**Settlement**”) in exchange for a subordinate voting debenture in the principal amount of \$343,154 to Mr. Stein (the “**Subordinate Voting Debenture**”) and a multiple voting debenture in the principal amount of \$302,000 to WFE (the “**Multiple Voting Debenture**”, and together with the Subordinate Voting Debenture, the “**Debentures**”).

Item 5. Full Description of Material Change

The Debentures bear interest at a rate of ten percent (10%) per annum and the principal amount thereof becomes due and payable on April 27, 2018 (the “**Maturity Date**”). Interest on the principal amount of the Debentures shall be due in quarterly instalments on March 31, June 30, September 30 and December 31.

All or any portion of the outstanding principal amount of indebtedness or any outstanding interest payments under the Subordinate Voting Debenture will be convertible at the option of the holder into units (the “**Subordinate Voting Units**”) at a conversion price of \$0.05 per Subordinate Voting Unit at any time prior to the Maturity Date. Each Subordinate Voting Unit will consist of one (1) Class A subordinate voting share (the “**Subordinate Voting Shares**”) and one (1) detachable share purchase warrant (the “**Warrant**”). Each Warrant shall entitle the holder thereof to acquire one (1) Subordinate Voting Share at a price of \$0.06 per Subordinate Voting Share until two (2) years from the date of issuance (the “**Warrant Shares**”).

All or any portion of the outstanding principal amount or any outstanding interest payments of indebtedness under the Multiple Voting Debenture will be

convertible at the option of the holder into units (the “**Multiple Voting Units**”, and together with the Subordinated Voting Units, the “**Units**”) at a conversion price of \$0.05 per Multiple Voting Unit at any time prior to the Maturity Date. Each Multiple Voting Unit will consist of one (1) Class B multiple voting share (the “**Multiple Voting Shares**”), and one (1) Warrant.

The Debentures and any securities issued pursuant hereto are subject to a regulatory hold of four months and a day from the date of issuance.

Mr. Stein is an insider of the Company by virtue of his position as a director and senior officer of the Company and through his ownership of approximately 5.24% and 82.28% of the Company’s Subordinate Voting Shares and Multiple Voting Shares on a undiluted and partially diluted basis. At closing of the Settlement, Mr. Stein continues to hold the same number of Subordinate Voting Shares and Multiple Voting Shares, but if he and WFE converted all of the convertible securities held by them under the Debentures, then they would hold approximately 98.47% and 97.59% of the Company’s then issued and outstanding Subordinate Voting Shares and Multiple Voting Shares.

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

Not Applicable.

Item 7. Omitted Information

No information has been omitted from this Material Change Report.

Item 8. Senior Officer

The following senior officer of the Company is knowledgeable about the material change and the Material Change Report, and may be contacted by the Commission as follows:

Michael Stein, President
Telephone: 416-410-7722

Item 9. Date of Report

April 27, 2016.