

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Plus8 Global Ventures, Ltd. (the “**Company**”)
#300 - 128 West Hastings St.
Vancouver, British Columbia, V6B 1G8

Item 2. Date of Material Change

December 20, 2013

Item 3. News Release

The news release was disseminated on December 20, 2013 through Market News and Stockwatch and subsequently filed on SEDAR.

Item 4. Summary of Material Changes

The Company announced that it had entered into a letter of intent (the “**Letter of Intent**”) with its major shareholder, David Elias, and certain other shareholders of the Company to complete a restructuring of the Company (the “**Restructuring**”). Despite the Company’s continuing efforts over the past six months to raise additional financing it has not been able to do so, as a result of which the Company is experiencing working capital deficiency. The purpose of the Restructuring is to address the Company’s working capital deficiency and improve its financial condition.

Item 5. Full Description of Material Change

The Company announced that it had entered into the Letter Intent with its major shareholder, David Elias, and certain other shareholders of the Company to complete a Restructuring.

Pursuant to the terms of the Letter of Intent, Mr. Elias, the current director, President and a major shareholder of the Company, and certain of his associates, have agreed to relinquish an aggregate of 56,400,000 common shares of the Company to the Company for no consideration. In addition, certain other shareholders of the Company have agreed to transfer an aggregate of 3,600,000 common shares of the Company to incoming shareholders for nominal consideration.

The Company has also agreed to sell all of the shares of TraderOS Technologies Inc. (“**TraderOS**”), its wholly-owned subsidiary, to Mr. Elias or his nominee. As consideration for the sale, TraderOS will assume all of the current debts of the Company in the approximate amount of \$380,000, other than certain short term payables, and will grant the Company a Canadian regional licence to the TraderOS’s Dashboard technology platform, subject to 10% revenue sharing interest reserved by TraderOS should the Company commercialize the technology.

On completion of the Restructuring, it is anticipated that Mr. Elias and Jeremy Pink will resign from the board of directors and will be replaced by Jason Moreau and Martin Woodward, who will also serve as President. It is also anticipated that Janice McLean will resign as Chief Financial Officer and will be replaced by Benjamin Catalano, a current director of the Company.

Concurrently with, or shortly following completion of the Restructuring, the Company intends to undertake a non-brokered private placement of common shares at a price of \$0.05 per common share to raise gross proceeds of \$70,000. The proceeds of the private placement will be used for working capital. In addition, the Company intends to settle an outstanding debt to a consultant in the amount of \$8,400 by issuing 168,000 shares of the Company at a deemed price of \$0.05 per share.

Following the Restructuring, the Company will remain listed on the Canadian National Stock Exchange and will pursue opportunities to commercialize its licence in TraderOS's Dashboard technology platform.

The completion of the Restructuring is subject to a number of conditions including execution of definitive agreements and approval of such agreements by the independent directors of the Company; receipt of all required regulatory approvals, including approval of the Canadian National Stock Exchange, and the termination of certain contractual arrangements of the Company.

Certain transactions comprising the Restructuring will constitute "related party transactions" pursuant to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"), as Mr. Elias currently holds in excess of 75% of the Company's issued and outstanding common shares. Generally, the related party transactions would require the Company to obtain a formal valuation and "majority of minority" shareholder approval of the Restructuring pursuant to MI 61-101. However, the Company intends to rely on the exemption from the formal valuation requirement contained in MI 61-101 as its shares are not listed on a "specified market" (as defined in MI 61-101). In addition, the Company intends to rely on the "financial hardship" exemption from the "majority of minority" shareholder approval requirement contained in MI 61-101, as the independent directors of the Company, acting in good faith, determined that the Company is in serious financial difficulty, the Restructuring is designed to improve the financial position of the Company and the terms of the Restructuring are reasonable in the circumstances.

The details of the material change are set forth in the press release attached hereto, which press release, including the forward-looking statement caution contained therein, is incorporated herein by reference.

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

Not applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

For further information, please contact David Elias, at 1-800 686-6286.

Item 9. Date of Report

This material change report is dated December 24, 2013.



FOR IMMEDIATE RELEASE

December 20, 2013

Plus8 Global Ventures Announces Restructuring

Vancouver, British Columbia, December 20, 2013 – Plus8 Global Ventures, Ltd. (CNSX: PGT), (“Plus8” or the “Company”) announces that it has entered into a letter of intent (the “**Letter of Intent**”) with its major shareholder, David Elias, and certain other shareholders of the Company to complete a restructuring of the Company (the “**Restructuring**”). Despite the Company’s continuing efforts over the past six months to raise additional financing it has not been able to do so, as a result of which the Company is experiencing working capital deficiency. The purpose of the Restructuring is to address the Company’s working capital deficiency and improve its financial condition.

Pursuant to the terms of the Letter of Intent, Mr. Elias, the current director, President and a major shareholder of the Company, and certain of his associates, have agreed to relinquish an aggregate of 56,400,000 common shares of the Company to the Company for no consideration. In addition, certain other shareholders of the Company have agreed to transfer an aggregate of 3,600,000 common shares of the Company to incoming shareholders for nominal consideration.

The Company has also agreed to sell all of the shares of TraderOS Technologies Inc. (“**TraderOS**”), its wholly-owned subsidiary, to Mr. Elias or his nominee. As consideration for the sale, TraderOS will assume all of the current debts of the Company in the approximate amount of \$380,000, other than certain short term payables, and will grant the Company a Canadian regional licence to the TraderOS’s Dashboard technology platform, subject to 10% revenue sharing interest reserved by TraderOS should the Company commercialize the technology.

On completion of the Restructuring, it is anticipated that Mr. Elias and Jeremy Pink will resign from the board of directors and will be replaced by Jason Moreau and Martin Woodward, who will also serve as President. It is also anticipated that Janice McLean will resign as Chief Financial Officer and will be replaced by Benjamin Catalano, a current director of the Company.

Concurrently with, or shortly following completion of the Restructuring, the Company intends to undertake a non-brokered private placement of common shares at a price of \$0.05 per common share to raise gross proceeds of \$70,000. The proceeds of the private placement will be used for working capital. In addition, the Company intends to settle an outstanding debt to a consultant in the amount of \$8,400 by issuing 168,000 shares of the Company at a deemed price of \$0.05 per share.

Following the Restructuring, the Company will remain listed on the Canadian National Stock Exchange and will pursue opportunities to commercialize its licence in TraderOS’s Dashboard technology platform.

The Letter of Intent and the terms of the Restructuring have been approved by the independent directors of the Company. The completion of the Restructuring is subject to a number of conditions including execution of definitive agreements and approval of such agreements by the independent directors of the Company; receipt of all required regulatory approvals, including approval of the

Canadian National Stock Exchange, and the termination of certain contractual arrangements of the Company.

Certain transactions comprising the Restructuring will constitute “related party transactions” pursuant to Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), as Mr. Elias currently holds in excess of 75% of the Company’s issued and outstanding common shares. Generally, the related party transactions would require the Company to obtain a formal valuation and “majority of minority” shareholder approval of the Restructuring pursuant to MI 61-101. However, the Company intends to rely on the exemption from the formal valuation requirement contained in MI 61-101 as its shares are not listed on a “specified market” (as defined in MI 61-101). In addition, the Company intends to rely on the “financial hardship” exemption from the “majority of minority” shareholder approval requirement contained in MI 61-101, as the independent directors of the Company, acting in good faith, determined that the Company is in serious financial difficulty, the Restructuring is designed to improve the financial position of the Company and the terms of the Restructuring are reasonable in the circumstances.

The Canadian National Stock Exchange or any other securities regulatory authority has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release that has been prepared by management.

Listing: CNSX – Symbol: PGT

Shares issued: 66,786,850

Contact: David Elias, President, Plus8 Global Ventures, Ltd. - (800)686-6286

Forward Looking Information

This news release contains forward looking statements relating to the Restructuring and the proposed private placement. Forward looking statements are often identified by terms such as "will", "may", "should", "intends", "anticipates", "expects", "plans" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the completion of the Restructuring and the proposed private placement are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are the ability of the Company to complete the Restructuring on acceptable terms (including the execution of definitive agreements and receipt of all required regulatory approvals) and the ability of the Company to locate suitable investors for the private placement.

The Company cannot guarantee that any forward looking statement will materialize and the reader is cautioned not to place undue reliance on any forward looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward looking statements contained in this news release are expressly qualified by this cautionary statement. The forward looking statements contained in this news release are made as of the date of this news release and the Company will only update or revise publicly any of the included forward looking statements as expressly required by Canadian securities law.