

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*ParcelPal Technology Inc. (the "Company")
#305, 190 Alexander Street
Vancouver, BC V6A 2S5*

Item 2. Date of Material Change

December 17, 2020

Item 3. News Release

The news release was issued on December 17, 2020 through GlobeNewswire.

Item 4. Summary of Material Change

The Company announced that it has entered into a US\$5,000,000 financing agreement with Tangiers Global, LLC ("Tangiers") ("Equity Line" or "Facility") pursuant to the terms of an Investment Agreement (the "Investment Agreement"), as well as a registration right agreement related thereto ("Registration Rights Agreement").

Item 5.1 Full Description of Material Change

See attached Schedule 'A'

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

*Rich Wheelless, Chief Executive Officer
614-395-7778*

Item 9. Date of Report

December 17, 2020



ParcelPal Enters Into a US\$5,000,000 Equity Line of Credit Facility to be Registered on Form F-1

Vancouver, British Columbia – December 17, 2020 – ParcelPal Technology Inc. (“ParcelPal” or the “Company”), (PKG:CSE) (FSE:PT0) (OTC:PTNYF) is pleased to announce that it has entered into a US\$5,000,000 financing agreement with Tangiers Global, LLC (“Tangiers”) (“Equity Line” or “Facility”) pursuant to the terms of an Investment Agreement (the “Investment Agreement”), as well as a registration right agreement related thereto (“Registration Rights Agreement”). The US\$5,000,000 financing is in the form of an Equity Line of Credit over a maximum duration of 36 months (the “Term”). Pursuant to the terms of the Registration Rights Agreement, a Form F-1 Registration Statement will be filed with the Securities & Exchange Commission (“SEC”) to register the common shares that may be issued to Tangiers in connection with this Facility.

Subject to the terms and conditions of the Investment Agreement, from time to time, the Company may, in its sole discretion, deliver a Put Notice to Tangiers which states the number of shares that the Company intends to sell to Tangiers on a closing date. The maximum amount of Common Shares that the Company shall be entitled to put to Tangiers per any applicable Put Notice shall be an amount of shares up to or equal to two hundred percent (200%) of the average of the daily trading volume of the Common Stock for the ten (10) consecutive Trading Days immediately prior to the applicable Put Notice Date (the “Put Amount”) so long as such amount is at least US\$5,000 and does not exceed US\$250,000. The purchase price of the common shares that we may sell to Tangiers will be 85% of the lowest VWAP of the Common Share during the five (5) consecutive Trading Days including and immediately following such Put Notice. The closing and funding of a put by us shall occur between five and seven days following such put notice.

CEO Rich Wheelless stated, “This equity line facility provides the Company with a viable long-term platform to both grow its existing operations, develop other business activities under current consideration, and expansion into new areas as well as potential acquisitions. The Company is always mindful of the best interests of its shareholders and any utilization of this facility, including to capitalize on potential business opportunities. We look forward to being able to finish out the rest of year strong, having our third consecutive profitable month and keeping the momentum going into 2021.”

The Company also announces that it has agreed to issue 2,100,000 common shares to a third party firm in settlement of amounts due for legal services provided to us under the terms of our agreement with them.

About ParcelPal Technology Inc.

ParcelPal is a leader in the growing technology and logistics industry. ParcelPal seamlessly connects consumers to businesses, where they have access to the goods they love, anytime, anywhere. Customers can shop at partner businesses and through the ParcelPal technology receive their purchased goods within an hour or the same day. The Company offers on-demand delivery of merchandise from leading retailers, restaurants, medical marijuana dispensaries and liquor stores in Vancouver, Calgary, Toronto and soon in major cities Canada-wide.

ParcelPal Website: www.parcelpal.com

The Canadian Securities Exchange (“CSE”) 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.

CSE – Symbol: **PKG**

FSE – Symbol: **PTO**

OTC – Symbol: **PTNYF**

Contact: re: Investor Inquiries - info@parcelpal.com

Forward Looking Information

This news release contains forward looking statements relating to the Proposed Transaction, and the future potential of ParcelPal. 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 are forward looking statements that involve risks and uncertainties. These risks and uncertainties include, without limitation, the risk that the Proposed Transaction will not be completed due to, among other things, failure to execute definitive documentation, failure to complete satisfactory due diligence, failure to receive the approval of the CSE and the risk that ParcelPal will not be successful due to, among other things, general risks relating to the mobile application industry, failure of ParcelPal to gain market acceptance and potential challenges to the intellectual property utilized in ParcelPal. There can be no assurance that any forward looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

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 laws.