

**FORM 51-102F3**

**MATERIAL CHANGE REPORT  
PURSUANT TO SECTION 7 OF NATIONAL INSTRUMENT 51-102**

**ITEM 1      NAME AND ADDRESS OF COMPANY**

REWARDSTREAM SOLUTIONS INC.

201 – 440 Cambie Street  
Vancouver, BC V6B 2N5  
(the “Company”)

**ITEM 2      DATE OF MATERIAL CHANGE**

August 2, 2017

**ITEM 3      NEWS RELEASE**

News Release disseminated via Marketwired on August 2, 2017 and filed on SEDAR.

**ITEM 4      SUMMARY OF MATERIAL CHANGE**

On August 2, 2017, the Company announced that it closed a non-brokered private placement.

**ITEM 5      FULL DESCRIPTION OF MATERIAL CHANGE**

**5.1 Full Description of Material Change**

On August 2, 2017, the Company announced that it closed a non-brokered private placement (the “Private Placement”) and raised a total of \$498,965 by the issuance of 5,870,174 units (the “Units”) at a price of \$0.085 per Unit.

Each Unit consists of one common share and one-half of one share purchase warrant (the “Warrant”). Each Warrant entitles the holder to purchase one additional common share at a price of \$0.17 per share until August 2, 2019. The Warrants are subject to an accelerated expiry if the 10 trailing-day volume weighted average price of the Company’s shares on the TSX Venture Exchange (“TSX-V”) exceeds \$0.255. In such event the holder will be given notice that the Warrants will expire 30 days following the date of such notice. The Warrants will be exercisable by the holder during the 30-day period between the notice and the expiration of the Warrants.

Securities issued in the Private Placement will be subject to a hold period expiring December 3, 2017.

In connection with the Private Placement, RewardStream paid eligible finders a cash commission of \$21,911, and issued 257,774 non-transferable finders warrants (a "Finders Warrant"). Each Finders Warrant entitles the holder to acquire one common share at an exercise price of \$0.17 per share until August 2, 2019.

The net proceeds of the Private Placement will be used for general working capital and corporate purposes.

**5.2 Disclosure of Restructuring Transactions**

N/A

**ITEM 6**      **RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

N/A

**ITEM 7**      **OMITTED INFORMATION**

N/A

**ITEM 8**      **EXECUTIVE OFFICER**

Charles Abel, CFO, Tel: 778 383 1486

**ITEM 9**      **DATE OF REPORT**

Dated at Vancouver, B.C. this 4<sup>th</sup> day of August 2017.