

**SEAWAY ENERGY SERVICES INC.**  
**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Seaway Energy Services Inc. (the "Issuer")  
Suite 2000, 1177 West Hastings Street  
Vancouver, British Columbia  
V6E 2K3

**Item 2: Date of Material Change**

January 4, 2016

**Item 3: News Release**

A news release was issued and disseminated through the facilities of Stockwatch and Baystreet on January 4, 2016 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)). A copy of the news release is attached as Schedule "A" hereto.

**Item 4: Summary of Material Change(s)**

On January 4, 2016, the Issuer announced that it has decided not to proceed with the Change of Business (the "COB") transaction with Peepl Media Inc. ("Peepl") and has terminated the engagement of DelMorgan & Co. as financial advisor in connection with the COB. The Issuer's board of directors have determined that financing of the COB would be extremely difficult given a potential trademark dispute between Peepl and a business with a similar operating name.

The Issuer also announced that it intends to arrange a non-brokered private placement (the "Placement") of up to 10,000,000 Units priced at \$0.05 per Unit for total gross proceeds of up to \$500,000. Each Unit will consist of one (post-consolidated) common share and one half of one (post-consolidated) share purchase warrant ("Warrant"), each Warrant being exercisable to acquire one common share of the Issuer at a price of \$0.10 for a period of 24 months following the closing date of the Placement. The shares will be subject to a 4 month hold period and the private placement is subject to TSX Venture Exchange approval. Proceeds from this financing shall be used for investigating project acquisitions and general corporate purposes.

The Issuer also announced it will be filing for and seeking approval of a consolidation of its issued and outstanding share capital with the TSX Venture Exchange. The intended consolidation will be on a basis of one post-consolidation common share for every three pre-consolidation common shares. This consolidation will reduce the issued and outstanding shares of the Issuer from 4,102,746 to approximately 1,367,582 shares prior to the Placement and assuming no other change in the issued capital.

The Issuer also announced the resignation of Clovis Najm as Director, effective immediately, and the appointment of Denis Clement to the Board.

**Item 5.1: Full Description of Material Change**

See attached news release at Schedule "A" to this report.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

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

**Item 8: Executive Officer**

Kyle Stevenson  
CEO, Director

**Item 9: Date of Report**

January 4, 2016

## SCHEDULE "A"

**THIS PRESS RELEASE IS NOT FOR DISTRIBUTION IN THE UNITED STATES OR TO THE U.S. AGENCIES**



January 4, 2016

TSX-V: SEW

### **Seaway Energy Announces Termination of COB and Other Corporate Changes**

VANCOUVER, BC – Seaway Energy Services Inc. (the “**Company**”) today announced that it has decided not to proceed with the Change of Business (the “**COB**”) transaction between the Company and Peepl Media Inc. (“**Peepl**”), as previously announced on April 23, 2014 and October 31, 2014. Moreover, the Company has terminated the engagement of DelMorgan & Co. as financial advisor in connection with the COB as previously announced on February 13, 2015. The Company’s board of directors have determined that financing of the COB would be extremely difficult given a potential trademark dispute between Peepl and a business with a similar operating name.

In order to facilitate other business opportunities, the Company intends to carry out the following corporate changes:

#### **Non-Brokered Private Placement**

The Company is pleased to announce that it intends to arrange a non-brokered private placement (the “**Placement**”) of up to 10,000,000 Units priced at \$0.05 per Unit for total gross proceeds of up to \$500,000. Each Unit will consist of one (post-consolidated) common share and one half of one (post-consolidated) share purchase warrant (“**Warrant**”), each Warrant being exercisable to acquire one common share of the Company at a price of \$0.10 for a period of 24 months following the closing date of the Placement. The shares will be subject to a 4 month hold period and the private placement is subject to TSX Venture Exchange approval. Proceeds from this financing shall be used for investigating project acquisitions and general corporate purposes.

#### **Share Consolidation**

In connection with the Placement, the Company will be filing for and seeking approval of a consolidation of the Company's issued and outstanding share capital with the TSX Venture Exchange. The intended consolidation will be on a basis of one post-consolidation common share for every three pre-consolidation common shares. This consolidation will reduce the issued and outstanding shares of the Company from

4,102,746 to approximately 1,367,582 shares prior to the Placement and assuming no other change in the issued capital.

The exercise price and number of common shares issuable pursuant to all outstanding stock options and warrants will also be adjusted in accordance with the consolidation ratio. Fractional common shares will not be issued, and no cash will be paid in lieu of fractional post-consolidation common shares. The number of post-consolidation common shares to be received by a shareholder will be rounded down to the nearest whole common share. The board of directors believes that the proposed share consolidation will better position the Company to raise the funds it requires to finance continuing business activities and to seek additional opportunities.

The Company's articles of incorporation authorize the board of directors to approve certain changes to the Company's capital structure, including the consolidation. As such, shareholder approval is not required. The consolidation is subject to approval by the TSX Venture Exchange. The Company does not intend to change its name or its current trading symbol in connection with the proposed share consolidation.

### **Change in Board of Directors**

The Company also announced today that Clovis Najm has resigned as Director, effective today, to pursue other professional interests. The Company wishes to thank Mr. Najm for his valuable contributions to the board and wish him all the best in his future endeavours.

In order to fill said vacancy, the Company has appointed Denis Clement to the Board of Directors. Mr. Clement has 27 years of experience in corporate finance, law and management. He has served as Director of several private and publicly listed companies in various industries.

For further information regarding this news release contact:

Kyle Stevenson, President and CEO  
Tel: (604) 687-1779

Michal Holub, CFO  
Tel: (403) 262-5256

On behalf of the Board of Directors  
Seaway Energy Services Inc.

This news release contains certain statements that may be deemed “forward-looking” statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Although we believe the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward looking statements. Forward looking statements are based on the beliefs, estimates and opinions of our management on the date the statements are made. Seaway Energy Services Inc. undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change, except as required by law.

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.*

*The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

**THIS PRESS RELEASE, REQUIRED BY APPLICABLE CANADIAN LAWS, IS NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES, AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SELL ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES. THESE SECURITIES HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR ANY STATE SECURITIES LAWS, AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO U.S. PERSONS UNLESS REGISTERED OR EXEMPT THEREFROM.**