

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

Fineqia International Inc. (the “Company”)
804-750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

October 28, 2016 and November 1, 2016.

Item 3: News Release

A news release was issued and disseminated on November 1, 2016 filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Changes

The Company announced that it has closed a non-brokered private placement (the “Private Placement”) of 517,119,950 units (“Units”) issued at a price of CAD\$0.01 per Unit, raising gross proceeds of CAD\$5,171,199.50 in an oversubscribed round.

Concurrently with the closing of the Private Placement, the Company completed debt settlements and also announced that it has granted incentive stock options.

Item 5: Full Description of Material Change

The Company announced that it has closed a non-brokered private placement (the “Private Placement”) of 517,119,950 units (“Units”) issued at a price of CAD\$0.01 per Unit, raising gross proceeds of CAD\$5,171,199.50 in an oversubscribed round.

The final close follows raising of the Private Placement target three times from CAD\$2 million to CAD\$5 million due to continued investor interest, since the Company’s completion of the first tranche of the Private Placement and issuance of 157,900,000 Units, raising gross proceeds of CAD\$1,579,000 on August 11, 2015. Each unit consists of one common share and one transferable common share purchase warrant (“Warrants”) exercisable at CAD\$0.05 per share for a period of five years subject to an accelerated vesting provision.

Fineqia intends to provide a U.K. regulated platform and associated services to place and administer debt and equity securities issuances. The UK industry for mini-bond debt securities is expected to be worth £8 billion (CAD\$13 billion) by 2017 from about £90 million (CAD\$148 million) in 2012, according to the U.K’s Capita Registrars.

Insiders of the Company subscribed for 67,770,000 Units, with Bundeep Singh Rangar, CEO and a director of the Company, subscribing for 34,320,000 Units through his controlled companies; Stephen John McCann, CFO and a director of the Company, subscribing for 30,950,000 Units in his own name and through a company he controls, and Brij Chadda, a director of the Company, subscribing for 2,500,000 in his own name. As a result, the Private Placement is a related party transaction (as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company relied upon the “Issuer Not Listed on Specified Markets” and “Fair Market Value Not More Than CAD\$2,500,000” exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

As a result of the Private Placement: (i) Mr. Rangar’s beneficial ownership of common shares of the Company (“Beneficial Ownership”) decreased from 7.05% to 6.19% of the issued and outstanding common shares of the Company; (ii) Mr. McCann’s Beneficial Ownership increased from 0.06% to 4.70% and Mr. Chadda’s ownership increased from 0.11% to 0.41%.

The Private Placement was unanimously approved by the board of directors of the Company, with Messrs. Rangar, McCann and Chadda each having declared his interest and abstained from approving any issuance of Units to himself or companies controlled by him.

As required by CNSX Markets Inc., the Units that were issued under the Private Placement to directors, officers, promoters or persons who acquired over 10% of the voting common shares of the Company, are subject to escrow. In this regard, the securities that were acquired under the Private Placement by Messrs. Rangar and McCann are subject to escrow pursuant to a Form 46-201 Escrow Agreement dated October 28, 2016 among Fineqia, Computershare, Messrs. Rangar and McCann.

The Company issued finder's Units equal to 5.7% (i.e. 29,437,920) of the aggregate number of Units sold in the Private Placement through the efforts of each finder at a price of 7% per finder's Unit. The finder's Warrants are exercisable under the same terms as the Warrants.

All securities issued pursuant to the Private Placement are subject to a four-month hold period. The proceeds of the Private Placement will be used for general working capital, debt settlements and making strategic investments.

The material change report filed in connection with the Private Placement will be filed less than 21 days prior to the closing of the Private Placement. The shorter period was necessary in order to permit the Company to close the Private Placement in a timeframe consistent with usual market practice for transactions of this nature.

Debt Settlement

Concurrently with the closing of the Private Placement, the Company completed debt settlements in which various creditors agreed to accept common shares of the Company for past consulting services provided to the Company totaling CAD\$277,220 by the issuance of a total of 20,224,000 common shares of the Company at deemed prices of CAD\$0.01 per share (for non-insiders) and CAD\$0.05 per share (for insiders).

Following closing of the Private Placement and debt settlements, the Company now has 661,752,416 common shares issued and outstanding. All securities issued pursuant to the debt settlements are subject to a four-month hold period.

Stock Option Grants

The Company also announces that it has granted incentive stock options to purchase up to 10% of its issued and outstanding common shares at an exercise price of CAD\$0.05 per share for a period of three years to its directors, officers and consultants in accordance with the provisions of its stock option plan.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

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Item 9: Date of Report

November 1, 2016.