

**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**

March 21, 2017.

**Item 3: News Release**

A news release was issued and disseminated on March 22, 2017 and filed on SEDAR at [www.sedar.com](http://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 58,746,401 units ("Units") issued at a price of CAD\$0.015 per Unit, raising gross proceeds of CAD\$881,194.18.

Additionally, the Company announced that, concurrently with the closing of the Private Placement, the Company completed a debt settlement in which a creditor agreed to accept common shares of the Company for past consulting services provided to the Company totaling CAD\$250,000 by the issuance of a total of 16,666,666 common shares of the Company at a deemed price of CAD\$0.015 per share.

Furthermore, the Company also announced that the Company has granted incentive stock options to purchase up to 10% of its issued and outstanding common shares.

**Item 5: Full Description of Material Change**

The Company announced that it has closed the Private Placement of 58,746,401 Units issued at a price of CAD\$0.015 per Unit, raising gross proceeds of CAD\$881,194.18.

The close follows the oversubscribed Private Placement, with investment target increased three times from CAD\$2 million to CAD\$5 million due to continued investor interest, raising gross proceeds of CAD\$5,171,199.50 on November 11, 2016. Each Unit consists of one common share and one transferable common share purchase warrant ("Warrants") exercisable at CAD\$0.05 per share, provided that in the event that the closing price of the Company's common shares on the Canadian Securities Exchange (or such other exchange on which the Company's common shares may become traded) is CAD\$0.20 or greater per common share during any twenty (20) consecutive trading day period at any time subsequent to four months and one day after the closing date, the Warrants will expire at 4:00 p.m. (Vancouver time) on the 30th day after the date on which the Company provides notice of such accelerated expiry to the holders of the Warrants.

Insiders of the Company subscribed for 16,400,000 Units, with Bundeep Singh Rangar, President, CEO and a director of the Company, subscribing for 10,000,000 Units through his company, Rangar Capital Limited; Stephen (Steve) John McCann, CFO and a director of the Company, subscribing for 5,200,000 Units in his own name and Martin Bernholtz, a director of the Company, subscribing for 1,000,000 Units through his company, Accretive Capital Corp. 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.

Fineqia intends to provide a U.K. regulated platform and associated services to place and administer debt and equity securities issuances.

The Company issued finder's Units equal to 7% of the aggregate number of Units sold in the Private Placement through the efforts of each finder at a price of \$0.015 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.

### **Debt Settlement**

Concurrently with the closing of the Private Placement, the Company completed a debt settlement in which a creditor agreed to accept common shares of the Company for past consulting services provided to the Company totaling CAD\$250,000 by the issuance of a total of 16,666,666 common shares of the Company at a deemed price of CAD\$0.015 per share.

Additionally, on February 7, 2017, the Company completed a debt settlement in which a creditor agreed to accept common shares of the Company for past consulting services provided to the Company totaling CAD\$200,000 by the issuance of a total of 20,000,000 common shares of the Company at a deemed price of CAD\$0.01 per share.

Following closing of the Private Placement and debt settlements, the Company now has 760,013,064 common shares issued and outstanding. All securities issued pursuant to the debt settlements are subject to a four-month hold period.

### **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 five 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:

Karolina Komarnicka, Chief Marketing Officer

T: +1 (778) 654-2324

E: [info@fineqia.com](mailto:info@fineqia.com)

W: [www.fineqia.com](http://www.fineqia.com)

#### **Item 9: Date of Report**

March 23, 2017.