

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

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

*Deploy Technologies Inc.,  
(the "Company")  
11901 – 1153 56<sup>th</sup> Street,  
Delta, BC, V4L 2A2*

**Item 2. Date of Material Change**

*September 29, 2011*

**Item 3. News Release**

*The news release was issued on September 30, 2011 and disseminated by (SEDAR)*

**Item 4. Summary of Material Change**

*On 29 September, 2011, the Company amended Article 3 of its Articles of Incorporation to include a Class A Preferred Share, and converted 29,000,000 common shares beneficially owned by David Eppert, the Company's President and Andre Thompson, the Company's Vice President of Operations into 2,900,000 Class A Preferred Shares.*

*The total issued and outstanding shares of the company as of the date of this material change report is 18,173,560 Common and 2,900,000 Class A Preferred shares.*

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

***Amendment to Article 3 of the Articles of Incorporation***

*On 29 September, 2011, the Company amended Article 3 of its Articles of Incorporation as follows:*

*Article 3. Authorized Stock: The classes and number of shares of capital stock the Corporation is authorized to issue are:*

- 1. One Hundred Million (100,000,000) shares of common stock, par value \$0.0001 per share; and*
- 2. Two Million Nine Hundred Thousand (2,900,000) shares designated "Class A Preferred Stock", each share of which shall have the following voting powers, designations, preferences, limitations, restrictions and relative rights:  
  
*Ten votes per share in pari passu with shares of common stock on all matters presented to the holders of the Corporation's equity securities for vote or approval;**

*A right to receive dividends when, as and if declared by the board of directors, in pari passu with each share of common stock with the amount of such dividend determined by multiplying the dividend per share of common stock by ten;*

*A right to receive distributions, whether or not in liquidation, in pari passu with each share of common stock with the amount of such distribution determined by multiplying the distribution per share of common stock by ten;*

*Conversion into ten shares of common stock at the election of the Corporation or of the holder any time after two years of the date of issuance.*

**Share Conversion Details**

<i>Date</i>	<i>Cancelled</i>	<i>Issued</i>	<i>Owner</i>
<i>September 29, 2011</i>	<i>27,000,000</i>		<i>Trepped Enterprises Inc. (1)</i>
	<i>2,000,000</i>		<i>Force Options Inc. (2)</i>
<i>Total</i>	<i>29,000,000</i>		
<i>September 29, 2011</i>		<i>2,700,000</i>	<i>Trepped Enterprises Inc. (1)</i>
		<i>200,000</i>	<i>Force Options Inc. (2)</i>
<i>Total</i>		<i>2,900,000</i>	
<b><i>As of September 29, 2011</i></b>	<b><i>18,173,560</i></b>	<b><i>2,900,000</i></b>	<b><i>Total Issued and Outstanding</i></b>

*(1) Trepped Enterprises Inc. is a corporation controlled by David Eppert and Andre Thompson, the Company's President and Vice President of Operations.*

*(2) Force Options Inc. is a corporation controlled by David Eppert, the Company's President.*

*As a result of the conversion of 29,000,000 common shares into 2,900,000 Class A Preferred Shares, the total Issued and outstanding shares of the Company is 18,173,560 Common Shares and 2,900,000 Class A Preferred Shares as of the date of this material change report.*

*The total number of votes has not changed. Prior to the share conversion, each of the 47,173,560 common shares issued and outstanding had one vote per share for a total of 47,173,560 votes. After the share conversion, each of the 18,173,560 common shares issued and outstanding has one vote per share and each of the 2,900,000 Class A Preferred shares issued and outstanding has 10 votes per share for a total of 47,173,560 votes.*

**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**

*David Eppert*  
*President*  
*1-888.213.3888*

**Item 9. Date of Report**

*September 29, 2011*