

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

IC Capitalight Corp. (the “**Company**”)
2200 HSBC Building, 885 West Georgia Street
Vancouver, BC, V6C 3E8

Item 2. Date of Material Change

January 28, 2020

Item 3. News Release

A news release was issued by the Company on January 28, 2020 through the facilities of AccessWire and was subsequently filed on SEDAR.

Item 4. Summary of Material Change

On January 28, 2020, the Company completed a Shares for Debt Settlement whereby the Company has settled a total indebtedness of \$44,636 by issuing 892,707 common shares at a price of \$0.05 per common share.

Item 5. Full Description of Material Change

On January 28, 2020, the Company completed a Shares for Debt Settlement whereby the Company has settled a total indebtedness of \$44,636 by issuing 892,707 common shares at a price of \$0.05 per common share. This was completed pursuant to certain employment agreements that contain provisions for the issuance of shares as part of the annual compensation of the employees.

All common shares issued in connection with the shares for debt settlement will be subject to a minimum four-month hold period as required by Canadian securities laws. The Company has obtained conditional approval from the Canadian Securities Exchange (the “CSE”) for the listing of all common shares and is subject to receipt of final approval of the CSE.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

Marc Johnson
Chief Financial Officer
866.653.9223

Item 9. Date of Report

February 10, 2020.