

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

LOOPShare Ltd. (the “**Company**”)
106 – 131 Water Street
Vancouver, BC V6B 4M3

Item 2 Date of Material Change

August 23, 2018

Item 3 News Release

The news release dated August 23, 2018 was disseminated through Market News and Stockwatch on August 23, 2018.

Item 4 Summary of Material Change

On August 23, 2018, the Company announced that subject to the approval of the TSX Venture Exchange (the “**Exchange**”), it intends to complete a non-brokered private placement financing (the “**Financing**”) of secured convertible debentures (each, a “**Debenture**”) and 20,000 non-transferable share purchase warrants (each, a “**Warrant**”) for every \$1,000 of principal of the Debentures for gross proceeds of a minimum of \$1,500,000 and up to a maximum of \$5,000,000. Each Warrant is exercisable into one additional class A share (each, a “**Warrant Share**”) at an exercise price of \$0.075 per Warrant Share for a period of three (3) years from the date of closing.

The terms of the Debentures include:

- a maturity date of three years from the date of issuance (the “**Maturity Date**”) and the principal amount of the Debenture, together with any accrued and unpaid interest, will be payable on the Maturity Date, unless earlier converted in accordance with its terms;
- the Debentures bear interest (the “**Interest**”) at the rate of 10% per annum, which Interest will be payable on the Maturity Date, unless earlier converted;
- the principal amount of the Debenture is convertible into class A shares of the Company (each, a “**Share**”) at the option of the holder at a conversion price of \$0.05 per Share in the first year and \$0.10 per Share thereafter; and
- the accrued and unpaid Interest is convertible into Shares at a conversion price equal to the Market Price (as such term is defined in the Policies of the Exchange), at the time of such conversion.

Repayment by the Company of amounts owing under the Debentures are secured by a charge over all of the assets of the Company. All subscribers to the Financing will enter into an agency and inter-lender agreement with the Company and Carob Management Ltd. (the “**Agent**”), pursuant to which the subscribers will appoint the Agent to act on their behalf as to certain matters relating to the Debentures, including with respect to any enforcement of the security interest.

Finders' fees may be payable in connection with the Financing in accordance with the policies of the Exchange.

The proceeds of the Financing are expected to be used for general working capital purposes.

The Company also announces its intention to settle debt (the "**Debt Settlement**") in the amount of \$1,160,886.45 owed by the Company to various creditors by the issuance of 22,244,394 class A shares of the Company (each, a "**Settlement Share**"). Of these Settlement Shares, 226,666 will be issued at a deemed price of \$0.075 per Settlement Share and 22,017,728 will be issued at a deemed price of \$0.05 per Settlement Share. The proposed Debt Settlement is subject to the approval of the Exchange and entry into a debt settlement agreement with each of the creditors.

The Company also announces that it will apply to the Exchange for an amendment to the exercise price of 8,424,943 non-transferable share purchase warrants (the "**Amended Warrants**") expiring February 3, 2019 from \$0.20 to \$0.10. All other terms of the Amended Warrants will remain the same. The amendment to the exercise price is subject to the approval of the Exchange.

The Company also announces that it intends to enter into a share exchange agreement (the "**Exchange Agreement**") with 1022313 B.C. Ltd. (the "**Target**") and each of the arm's length shareholders of Target (the "**Target Shareholders**"), whereby the Company will acquire all of the issued and outstanding common shares (the "**Transaction**") of the Target from the Target Shareholders in consideration for the issuance of 19,999,998 class A common shares of the Company to the Target Shareholders. The Target is the holder of a royalty to be paid by the Company. On May 29, 2016, the Company revised the terms of a royalty agreement that was previously entered into in 2014 with the Target, with respect to the forgiveness of past salary of employees of a wholly-owned subsidiary of the Company, being Saturna Green Systems Inc. Under the revised royalty agreement, a royalty of up to \$1,150,000 is to be calculated quarterly and payable in Shares of the Company based the market value on the issue date of such Shares. The current Target Shareholders are all at arm's length. The purpose of the Transaction is to eliminate this future royalty obligation. The Transaction is subject to the approval of the Exchange.

Certain directors and officers may participate in the Financing and the Debt Settlement and are considered to be "related parties" within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and each issuance will be considered a "related party transaction" within the meaning of MI 61-101 but each will be exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company's shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the shares issued to each related party will not exceed 25% of the Company's market capitalization.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full description of the material change is described in Item 4 above and in the attached news release which was filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Anwar Sukkarie, Chief Executive Officer, 604.568.1598

Item 9 Date of Report

August 23, 2018

NEWS RELEASE

LOOPSHARE ANNOUNCES SECURED CONVERTIBLE DEBENTURE PRIVATE PLACEMENT, SETTLEMENT OF DEBT, SHARE EXCHANGE AGREEMENT AND REPRICING OF WARRANTS

VANCOUVER - August 23, 2018 - LOOPShare Ltd. (TSX-V: LOOP) ("LOOPShare" or the "Company"), a global provider of electric scooter shared fleet services and technology, today announces that, subject to the approval of the TSX Venture Exchange (the "**Exchange**"), it intends to complete a non-brokered private placement financing (the "**Financing**") of secured convertible debentures (each, a "**Debenture**") and 20,000 non-transferable share purchase warrants (each, a "**Warrant**") for every \$1,000 of principal of the Debentures for gross proceeds of a minimum of \$1,500,000 and up to a maximum of \$5,000,000. Each Warrant is exercisable into one additional class A share (each, a "**Warrant Share**") at an exercise price of \$0.075 per Warrant Share for a period of three (3) years from the date of closing.

The terms of the Debentures include:

- a maturity date of three years from the date of issuance (the "**Maturity Date**") and the principal amount of the Debenture, together with any accrued and unpaid interest, will be payable on the Maturity Date, unless earlier converted in accordance with its terms;
- the Debentures bear interest (the "**Interest**") at the rate of 10% per annum, which Interest will be payable on the Maturity Date, unless earlier converted;
- the principal amount of the Debenture is convertible into class A shares of the Company (each, a "**Share**") at the option of the holder at a conversion price of \$0.05 per Share in the first year and \$0.10 per Share thereafter; and
- the accrued and unpaid Interest is convertible into Shares at a conversion price equal to the Market Price (as such term is defined in the Policies of the Exchange), at the time of such conversion.

Repayment by the Company of amounts owing under the Debentures are secured by a charge over all of the assets of the Company. All subscribers to the Financing will enter into an agency and inter-lender agreement with the Company and Carob Management Ltd. (the "**Agent**"), pursuant to which the subscribers will appoint the Agent to act on their behalf as to certain matters relating to the Debentures, including with respect to any enforcement of the security interest.

Finders' fees may be payable in connection with the Financing in accordance with the policies of the Exchange.

The proceeds of the Financing are expected to be used for general working capital purposes.

The Company also announces its intention to settle debt (the “**Debt Settlement**”) in the amount of \$1,160,886.45 owed by the Company to various creditors by the issuance of 22,244,394 class A shares of the Company (each, a “**Settlement Share**”). Of these Settlement Shares, 226,666 will be issued at a deemed price of \$0.075 per Settlement Share and 22,017,728 will be issued at a deemed price of \$0.05 per Settlement Share. The proposed Debt Settlement is subject to the approval of the Exchange and entry into a debt settlement agreement with each of the creditors.

The Company also announces that it will apply to the Exchange for an amendment to the exercise price of 8,424,943 non-transferable share purchase warrants (the “**Amended Warrants**”) expiring February 3, 2019 from \$0.20 to \$0.10. All other terms of the Amended Warrants will remain the same. The amendment to the exercise price is subject to the approval of the Exchange.

The Company also announces that it intends to enter into a share exchange agreement (the “**Exchange Agreement**”) with 1022313 B.C. Ltd. (the “**Target**”) and each of the arm’s length shareholders of Target (the “**Target Shareholders**”), whereby the Company will acquire all of the issued and outstanding common shares (the “**Transaction**”) of the Target from the Target Shareholders in consideration for the issuance of 19,999,998 class A common shares of the Company to the Target Shareholders. The Target is the holder of a royalty to be paid by the Company. On May 29, 2016, the Company revised the terms of a royalty agreement that was previously entered into in 2014 with the Target, with respect to the forgiveness of past salary of employees of a wholly-owned subsidiary of the Company, being Saturna Green Systems Inc. Under the revised royalty agreement, a royalty of up to \$1,150,000 is to be calculated quarterly and payable in Shares of the Company based the market value on the issue date of such Shares. The current Target Shareholders are all at arm’s length. The purpose of the Transaction is to eliminate this future royalty obligation. The Transaction is subject to the approval of the Exchange.

“Once concluded, the Financing, Debt Settlement, and Transaction will substantially strengthen LOOPShare’s balance sheet through settling most, if not all of our current debt,” said Anwar Sukkarie, President and Chief Executive Officer of LOOPShare. “The resulting working capital will help LOOPShare to realize its technical, operational, and commercial goals, and in due course, establish the Loop electric scooter sharing service on a global scale.”

Certain directors and officers may participate in the Financing and the Debt Settlement and are considered to be “related parties” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and each issuance will be considered a “related party transaction” within the meaning of MI 61-101 but each will be exempt from the valuation requirement of MI 61-101 by virtue of the exemption contained in section 5.5(b) as the Company’s shares are not listed on a specified market and from the minority shareholder approval requirements of MI 61-101 by virtue of the exemption contained in section 5.7(a) of MI 61-101 in that the fair market value of the consideration of the shares issued to each related party will not exceed 25% of the Company’s market capitalization.

None of the securities issued in connection with the Financing, the Debt Settlement and the Exchange Agreement will be registered under the *United States Securities Act* of 1933, as amended (the “1933 Act”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

About LOOPShare Ltd.

LOOPShare Ltd. (TSX-V: LOOP) a Vancouver company established in 2009 and its wholly owned subsidiary Saturna Green Systems Inc. have commercialized a first generation, a wireless ruggedized 7” touchscreen dashboard with Telematics functionality for electric inner-city vehicles. LOOPShare’s highly specialized display enables a broad range of services for consumer, tourism or commercial use.

LOOPShare’s purpose is to develop and deploy connected end-to-end solutions for inner-city transportation vehicles, specifically geared toward Transportation as a Service (“TaaS”). Through Zone Operators worldwide, LOOPShare will implement TaaS solution to offer Commuter Convenience and Tourist applications to subscribers based on LOOPShare’s commuter/tourism/business-focused, unique, state-of-the-art wireless two-wheel electric sharing technology. “Loop” is a trademark of LOOPShare Ltd. For further information, please visit www.loopscooters.com.

For further information on LOOPShare, please contact:

Anwar Sukkarie, CEO
+1 (604) 568-1598
asukkarie@saturnagreen.com

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

Disclaimer for Forward-Looking Statements

Statements contained in this news release that are not historical facts constitute “forward-looking statements” or “forward-looking information” within the meaning of applicable securities laws and are based on expectations, estimates and projections as of the date of this release. Forward-looking statements include, without limitation, possible events and statements with respect to the Financing, the Debt Settlement and the Transaction and statements with respect to the effect of the Financing, the Debt Settlement and the Transaction on LOOPShare’s balance sheet, resulting working capital and technical, operational, and commercial goals, including establishing the Loop electric scooter sharing service on a global scale. The words “is expected” or “estimates” or variations of such words and phrases or statements that certain actions, events or results “may” or “could” occur and similar expressions identify forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by LOOPShare as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies.

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements. Such factors include the failure of LOOPShare to obtain the necessary approvals for the Financing, the Debt Settlement and the Transaction and global market conditions in the electric scooter sharing service market. Many of these factors could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, LOOPShare in this release. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. All of the forward-looking statements made in this release are qualified by these cautionary statements. Although LOOPShare believes that the expectations in the forward-looking statements are reasonable, actual results may vary, and future results, levels of activity, performance or achievements cannot be guaranteed.