

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

November 6, 2018

Item 3 News Release

The news release dated November 6, 2018 was disseminated through Market News and Stockwatch on November 6, 2018.

Item 4 Summary of Material Change

On November 6, 2018, the Company announced its intention to close the non-brokered private placement of secured convertible debentures (each, a “**Debenture**”) and 20,000 non-transferable share purchase warrants 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, as previously announced by news release on August 23, 2018, on or before November 16, 2018.

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

November 8, 2018

NEWS RELEASE

LOOPSHARE PROVIDES UPDATE TO PRIVATE PLACEMENT

VANCOUVER - November 6, 2018 - LOOPShare Ltd. (TSX-V: LOOP) ("LOOPShare" or the "Company"), a global provider of electric scooter shared fleet services and technology, is pleased to provide this update to the non-brokered private placement financing (the "**Private Placement**") of secured convertible debentures (each, a "**Debenture**") and 20,000 non-transferable share purchase warrants 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 announced by News Release of August 23, 2018. The Company expects to close the Private Placement on or before November 16, 2018.

All securities issued in connection with the Private Placement will be subject to a statutory hold period expiring four months and one day after closing of the Private Placement. Completion of the Private Placement is subject to a number of conditions, including, without limitation, receipt of all regulatory approvals, including final approval of the TSX Venture Exchange.

None of the securities issued in connection with the Private Placement 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 news 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:

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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 Private Placement. 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 Private Placement, including the final approval of the TSX Venture Exchange. 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.