

Form 51-102F3
Material Change Report

Item 1. Name and Address of Reporting Issuer

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

Item 2. Date of Material Change

January 23, 2019

Item 3. News Release

A news release announcing the material change referred to in this report was issued through Newsfile Corp. on January 24, 2019 and a copy is filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has entered into an Asset Purchase Agreement (the “Agreement”) with Raytroniks Corporation (“Raytroniks”) to acquire the ‘Scoot-E’ brand. Pursuant to the terms of the Agreement, LOOP has agreed to issue 18,240,000 common shares to Raytroniks, in return for the purchased assets (the “Purchased Assets”). The Purchased Assets include the rights to the ‘Scoot-E’ brand, including the trademarks for ‘Scoot-E’, ‘Scoot-E-Bike’ and ‘Scoot-E-Bike by Raytroniks’. The Company intends to integrate the ‘Scoot-E’ brand into its portfolio of intellectual property and use it to help drive awareness of its core scooter sharing business model.

Item 5.1 Full Description of Material Change

For a full description of the material change, please see the news release attached as Schedule “A” to this Material Change Report.

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

Item 7. Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Olen Aasen, Director
Phone: (604) 681-8030 ext. 242
Fax: (604) 681-8039

Item 9. Date of Report

February 1, 2019

Schedule "A"



LOOPShare Acquires 'Scoot-E' Brand and Partners with Raytroniks and Ray J for its Scooter Sharing Business

Company Takes First Step in Corporate Action Plan Post-Financing and Re-Structuring

January 24, 2019

(LOOP: TSX-V)

VANCOUVER, BRITISH COLUMBIA, LOOPShare Ltd. (TSX-V: LOOP) (the "Company" or "LOOP") a micro mobility and ride-sharing company focused on sustainable urban transportation, is pleased to announce that it has entered into an Asset Purchase Agreement (the "**Agreement**") with Raytroniks Corporation ("**Raytroniks**") to acquire the 'Scoot-E' brand. In conjunction with the acquisition of the brand, Ray J, the principal of Raytroniks, has entered into a consulting agreement (the "**Consulting Agreement**") to become a key member of the LOOP team. Ray J is a successful tech-entrepreneur, TV personality and musician.

Upon closing of the Raytroniks transaction (the "**Transaction**") LOOP will receive several benefits including:

- Acquisition of a recognized brand in the electric transportation industry.
- Increased visibility in the global micro mobility and ride-sharing industry.
- Access to expertise and vision of a successful tech-entrepreneur in Ray J.

"When I first met Ray J I immediately realized that his passion and experience in the electric scooter industry and market would create a significant positive dynamic to LOOPShare, its investors, and its immediate and longer-term prospects," said Anwar Sukkarie, President and Chief Executive Officer of LOOPShare. "We are looking forward to working with Ray J as we prepare for the global rollout of our fun, safe and environmentally friendly scooter ride sharing service this year."

Raytroniks was formed to offer a new wave of electronic transportation, providing an eco-friendly, efficient and convenient mode of transportation customized with the unique designs and features of the Scoot-E brand; a vision which directly aligns with LOOP's core scooter sharing business model. High profile celebrities like Sean "Diddy" Combs, Justin Bieber, Chris Brown, Brandy Norwood, and Snoop Dogg have all been seen riding and enjoying their Scoot-E-Bikes. This venture with Ray J comes off the back of his successful \$31 million-dollar partnership with Cowboy Wholesale to form Raycon Global, a successful consumer electronics brand (<https://www.businesswire.com/news/home/20171109006428/en/>).

"I want to thank everyone that has supported the 'Scoot-E' bike and for all the hard work that my team has devoted to making the brand a success," said Ray J, who will acquire a significant equity stake in the Company which will be his first public company venture. "I'm excited to join the LOOPShare team

as an executive member. My goal, looking forward, is to revolutionize the e-transportation industry through enhanced technologies, strategic marketing and streamlined services”.

Pursuant to the terms of the Agreement, LOOP has agreed to issue 18,240,000 common shares (the “**Shares**”) to Raytroniks, in return for the purchased assets (the “**Purchased Assets**”). The Purchased Assets include the rights to the ‘Scoot-E’ brand, including the trademarks for ‘Scoot-E’, ‘Scoot-E-Bike’ and ‘Scoot-E-Bike by Raytroniks’. The Company intends to integrate the ‘Scoot-E’ brand into its portfolio of intellectual property and use it to help drive awareness of its core scooter sharing business model.

Pursuant to the terms of the Consulting Agreement, Ray J will become a key member of the LOOP executive team and will also act as a “Brand Ambassador” to the Company. He will facilitate and promote the Company’s expansion of its products and services to new cities and markets in the United States and globally.

The Shares will be subject to certain vesting and escrow provisions. Raytroniks and Ray J are arm’s length to LOOP. The Transaction is subject to customary closing conditions, including the receipt of regulatory approval from the TSX Venture Exchange. A finder’s fee will be payable in connection with the Transaction in compliance with the rules and policies of the TSX Venture Exchange.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

About LOOPShare Ltd.

LOOPShare Ltd. (TSX-V: LOOP), a Vancouver company established in 2009 focused on ridesharing, micro mobility and sustainable transportation, and its wholly owned subsidiary Saturna Green Systems Inc. have commercialized a first generation, 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 solutions 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:

Olen Aasen, Director

Tel: 604.329.7239

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Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" concerning anticipated developments and events that may occur in the future. Forward looking information contained in this news release includes, but is not limited to, statements with respect to (i) the closing of the Transaction, (ii) the benefits of the Transaction to the Company, (iii) the expected services to be provided under the terms of the Consulting Agreement, (iv) the launch of the Company’s scooter ride sharing service, and (v) the business plan and future operations of the Company.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information contained

in this news release is based on certain factors and assumptions regarding, among other things, the accuracy, reliability and applicability of the LOOP's business model; the timely receipt of governmental approvals; the timely commencement of operations by LOOP and the success of such operations; the ability of LOOP to implement its business plan as intended; LOOP's ability to access financing necessary to implement its business plan; the legislative and regulatory environments of the jurisdictions where the LOOP will carry on business or have operations; the impact of competition and the competitive response to the LOOP's business strategy; and the availability of scooters. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include risks related to acts of God, the impact of general economic conditions, changing domestic and international transportation industry conditions, increases in operating costs, terrorism, pandemics, currency fluctuations, interest rates, risks specific to the transportation industry, the ability of management to implement LOOP's operational strategy, the ability to attract qualified management and staff, labour disputes, regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks, including the risk that the financing necessary to fund operations may not be obtained and the additional risks identified in the "Risk Factors" section of the Company's reports and filings with applicable Canadian securities regulators.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking information.

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