

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

March 12, 2019

Item 3. News Release

A news release announcing the material change referred to in this report was issued through Newsfile Corp. on March 13, 2019 and a copy is filed on SEDAR.

Item 4. Summary of Material Change

The Company announced that it has closed the transaction with Raytroniks Corporation (“Raytroniks”) to acquire the ‘Scoot-E’ brand. Pursuant to the terms of an Asset Purchase Agreement, LOOP has issued 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’.

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

March 19, 2019

Schedule "A"



LOOPShare Completes Scoot-E Brand Acquisition and Partners with Raytroniks and Ray J for Rideshare Micro-Mobility

VANCOUVER, BRITISH COLUMBIA, March 13, 2019 - LOOPShare Ltd. (TSX-V: LOOP) (OTC: LPPPF), world's first fully-integrated electric scooter sharing platform, has completed the acquisition of the 'Scoot-E®' brand from Raytroniks Corporation which it [announced in January](#).

In conjunction with the acquisition, [Ray J](#), a successful tech-entrepreneur, TV personality, musician and principal of Raytroniks, has entered into a consulting agreement with LOOPShare to become a key member of the LOOPShare team.

"The acquisition of the Scoot-E brand and partnership with Ray J represents a significant milestone for LOOPShare in terms building shareholder value and elevating our industry presence," noted LOOPShare president and CEO, Anwar Sukkarie. "We have been working closely with Ray J since the transaction was announced, and there are a number of exciting initiatives that we plan to launch soon that will further LOOPShare as a pioneer in rideshare micro-mobility."

According to Ray J: "Raytroniks introduced Scoot-E as a new wave of electronic transportation, providing an eco-friendly, efficient and convenient mode of transportation that could be customized with the unique designs and features of the Scoot-E brand. I've partnered with the LOOPShare team since this vision directly aligns with their core electronic scooter ridesharing business model which has global reach. The Scoot-E platform and the LOOPShare platform together create a powerful combination that will give LOOPShare access to all sectors of the micro-mobility market."

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®. LOOPShare's new venture with Ray J follows the [formation of his \\$31 million-dollar partnership](#) with Cowboy Wholesale to form Raycon Global, a successful consumer electronics brand.

To learn more about LOOPShare scooters or how to become a Loop Zone operator, call (604) 568-1598, email mparlato@loopshareltd.com or visit www.loopscooters.com.

Transactions Terms

LOOPShare has issued 18,240,000 class "A" common shares to Raytroniks, in return for 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.' LOOPShare intends to integrate the 'Scoot-E' brand into its portfolio of intellectual property and use it to help drive awareness of its core rideshare micro-mobility business model.

LOOPShare has also issued 912,000 shares to an arm's length third-party as a finder's fee for the transaction. All the shares issued are subject to a statutory four month hold period which expires on July 13, 2019. The shares are also subject to certain contractual vesting and escrow provisions.

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.

Advanced Notice Policy

Separately, LOOPShare (the "Company") has announced the approval by its board of directors of an advance notice policy (the "**Policy**"), which, among other things, includes a provision that requires advance notice to the Company in circumstances where nominations of persons for election to the board of directors are made by shareholders of the Company other than pursuant to: (i) a "proposal" made in accordance with Division 7 of the Business Corporations Act (British Columbia) (the "Act"); or (ii) a requisition of the shareholders made in accordance with section 167 of the Act.

Among other things, the Policy fixes a deadline by which holders of record of common shares of LOOPShare must submit director nominations to the Corporate Secretary of the Company prior to any annual or special meeting of shareholders at which directors are to be elected, and sets forth the specific information that a shareholder must include in the written notice to the Corporate Secretary of the Company for an effective nomination to occur. No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Policy.

In the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 nor more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 40 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than the close of business on the 10th day following such public announcement.

In the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made.

The Policy is effective and in full force and effect as of the date it was approved by the Company's board of directors. In accordance with the terms of the Policy, the Policy will be put to shareholders of the Company for approval at the next Annual General Meeting ("**AGM**"), and if the Policy is not confirmed at the meeting by ordinary resolution of the shareholders, the Policy will terminate and be of no further force and effect following the termination of the AGM.

The full text of the Policy will be available via SEDAR at www.sedar.com.

About LOOPShare

LOOPShare Ltd. is an emerging global leader in ridesharing, micro-mobility and sustainable transportation. Through its wholly owned subsidiary, Saturna Green Systems Inc., it has commercialized a first generation, wireless ruggedized 7-inch 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 offers connected end-to-end solutions for inner-city transportation vehicles specifically geared toward Transportation-as-a-Service (TaaS). Through Zone Operators worldwide, LOOPShare is implementing TaaS solutions that offer commuter convenience and tourist applications to subscribers based on LOOPShare's state-of-the-art, wireless electric two-wheel vehicle sharing technology. To learn more, visit www.loopscooters.com.

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Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" concerning anticipated developments and events related to LOOPShare Ltd. (or the "Company") 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 benefits of the Transaction; (ii) the availability of, and benefits from, the Company's various e-Scooter features, (iii) the Company's competitive advantages; (iv) the functionality of the Company's technology; (v) the Company or Zone Operators future profitability; and (vi) the Company's growth plans.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "scheduled", "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", 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 Company's business model; the timely receipt of governmental approvals; the timely receipt of e-scooters by the Company ; the success of existing and future operations; the ability of the Company to implement its business plan as intended; the Company's ability to access financing necessary to implement its business plan; the regulatory environments of the jurisdictions where the Company will carry on business or have operations; the impact of competition; and the availability of e-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, currency fluctuations, interest rates, risks specific to the transportation industry, the ability of management to implement the Company'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. 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 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.

'Loop,' 'Scoot-E', 'Scoot-E-Bike' and 'Scoot-E-Bike by Raytroniks' are a trademark of LOOPShare Ltd.