

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Reporting Issuer**

Subscribe Technologies Inc. (the “Company”)  
604 – 700 West Pender Street  
Vancouver, BC V6C 1G8

**Item 2: Date of Material Change**

April 10, 2018.

**Item 3: News Release**

A news release was issued and disseminated on April 10, 2018 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has completed a non-brokered private placement of 1,000,000 units issued at a price of \$0.15 per unit, raising gross proceeds of \$150,000.

**Item 5: Full Description of Material Change**

The Company announced that it has completed a non-brokered private placement of 1,000,000 units issued at a price of \$0.15 per unit, raising gross proceeds of \$150,000. Each unit consists of one common share (the “Shares”) and one non-transferable common share purchase warrant (the “Warrants”), with each Warrant entitling the holder to acquire one additional Share at a price of \$0.25 per Share for two years from the date of issuance, provided that, if at any time after the closing date of the private placement the closing sales price of the Shares (or the closing bid, if no sales were reported on a trading day) as quoted on a stock exchange, quotation system or market on which the Shares of the Company are listed and where a majority of the trading volume of the Shares occurs is \$0.40 or higher for a period of 10 consecutive trading days, then the Company may, within 10 consecutive trading days of such event, provide notice by way of press release to the holder of the Warrants of the early expiry of the Warrants, and thereafter the Warrants shall expire on that date that is 10 consecutive trading days from the date that such notice is given.

All Shares issued pursuant to the private placement are subject to a four month hold period in Canada. The net proceeds of the private placement will be used for general working capital.

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

Not applicable.

**Item 7: Omitted Information**

None.

**Item 8: Executive Officer**

For further information, please contact:

Paul Dickson, President & CEO  
T: 778.775.7297

**Item 9: Date of Report**

April 10, 2018.