

**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**

August 16, 2019.

**Item 3: News Release**

A news release was issued and disseminated on August 16, 2019 and filed on SEDAR ([www.sedar.com](http://www.sedar.com)).

**Item 4: Summary of Material Changes**

The Company announced that it has closed a non-brokered private placement of up to 10,740,909 units at price of \$0.022 per unit, for gross proceeds of \$236,300.

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

The Company announced that it has closed a non-brokered private placement of up to 10,740,909 units at price of \$0.022 per unit, for gross proceeds of \$236,300. Each unit will consist of one common share and one transferable common share purchase warrant, each warrant entitling the holder to acquire one additional common share of the Company at a price of \$0.05 per warrant share until 4:00 p.m. (Vancouver time) one year from the closing date of the offering of the units provided that in the event that the closing price of the Company’s common shares on the Canadian Securities Exchange (or such other exchange on which the Company’s common shares may become traded) is \$0.10 or greater per common share during any ten (10) consecutive trading day period at any time subsequent to four months and one day after the closing date, the warrants will expire at 4:00 p.m. (Vancouver time) on the 30<sup>th</sup> day after the date on which the Company provides notice of such accelerated expiry to the holders of the warrants.

Insiders of the Company acquired an aggregate of 2,454,545 Units in the Offering, which participation constituted a “related party transaction” as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Such participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the Units acquired by the insiders, nor the consideration for the Units paid by such insiders, exceed 25% of the Company’s market capitalization.

All securities issued are subject to a statutory 4 month hold period. The Company intends to use the proceeds of the private placement for general working capital and operating expenses.

The Company paid finder’s fees of \$7,040 and 320,000 finder’s warrants to Leede Jones Gable Inc. The finder’s warrants are exercisable under the same terms as the private placement warrants.

**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:

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**Item 9: Date of Report**

August 16, 2019.