

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Lanebury Growth Capital Ltd. (the “Company”)
Suite 1080, 789 West Pender Street
Vancouver, BC Canada V6C 1H2

Item 2 Date of Material Change

November 2, 2017

Item 3 News Release

A news release announcing this material change was disseminated through Stockwatch and a copy was filed on the Corporation's SEDAR profile on November 2, 2017.

Item 4 Summary of Material Change

The Company increased the private placement financing announced on August 2, 2017, from 7,833,333 to 8,333,333 common shares a for gross proceeds of CDN\$5,000,000 and issued 8,333,333 common shares at a price of \$0.60 per Common Share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company increased the private placement financing announced on August 2, 2017, from 7,833,333 to 8,333,333 common shares a for gross proceeds of CDN\$5,000,000 (the “Private Placement”) and issued 8,333,333 common shares at a price of \$0.60 per common share.

The Private Placement was closed on November 2, 2017. The Company issued 8,333,333 Common Shares at \$0.60 per share for the total consideration of \$5,000,000. As a result of the Private Placement, the number of issued and outstanding common shares of the Company increased from 1,987,470 to 10,320,803.

All shares pursuant to the Private Placement were acquired by Code Consulting Limited, a company controlled by Lance Tracy, the CEO and Director of the Company.

Proceeds from the Private Placement will be used as investment capital sufficient to meet the Company's objectives, and for general and administrative purposes. The common shares issued pursuant to the Private Placement are subject to a hold period expiring four months plus one day following the date of issuance.

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

Not applicable.

Item 8 Executive Officer

Lance Tracey, Chief Executive Officer and Director
Telephone: (604) 669-9788

Item 9 **Date of Report**

November 2, 2017