

**MATERIAL CHANGE REPORT**

**1. Name and Address of the Company**

LANEBURY GROWTH CAPITAL LTD. (the “Corporation” or “Lanebury”)  
Suite 1080, 789 West Pender Street  
Vancouver, British Columbia V6C 1H2

**2. Date of Material Change**

July 24, 2018.

**3. News Release**

A news release announcing this material change was issued through Newswire.com and a copy was filed on the Corporation’s SEDAR profile and on the website of the Canadian Securities Exchange on July 25, 2018.

**4. Summary of Material Change**

On July 24, 2018, the Corporation approved a one million USD investment in Finhaven Technology Inc. (“**Finhaven**”) pursuant the Simple Agreement for Future Equity.

**5. Full Description of Material Change**

Lanebury announced a one million USD investment in Finhaven pursuant the Simple Agreement for Future Equity (the “SAFE”). The SAFE provides that the investment will be converted into common shares of Finhaven at a price equal to the Valuation Cap of Finhaven divided by the capitalization of Finhaven (the “SAFE Price”) no later than 90 days past June 30, 2020 (the “Deadline Date”) unless one of the following events occur prior to the Deadline Date:

1. In the event that Finhaven conducts a transaction or series of related transactions with the principal purpose of raising capital pursuant to which Finhaven issues and sells Shares at a fixed pre-money valuation and generating gross proceeds to Finhaven of at least US\$1,000,000 (an “Equity Financing”); or
2. If a transaction or series of related transactions in which more than 50% of the voting rights attaching to the Shares of Finhaven are sold or are to be sold to one person or group of persons acting in concert; or a sale, lease or other disposition of all or substantially all of the assets of Finhaven (a “Change of Control”); or
3. If Finhaven’s Shares are listed on a recognized stock exchange or other active secondary market. (“Liquidity Event”); or
4. A voluntary termination of operations; a general assignment for the benefit of Finhaven’s creditors; or any other liquidation, dissolution or winding up of the Company (excluding a Liquidity Event), whether voluntary or involuntary (a “Dissolution Event”).

If any of the above events occur before the SAFE expires or terminates, Finhaven will issue to Lanebury, that number of common shares (the “Conversion Shares”) in the capital of Finhaven equal to Lanebury’s investment amounts, divided by the either: (i) the SAFE Price; or (2) the price per Share sold in an Equity Financing, multiplied by 70%, provided that the fixed pre-money valuation of Finhaven is less then U.S \$43,000,000 (the “Discount Price”), whichever calculation results in a greater number of Conversion Shares (the “Conversion Price”).

The SAFE defines the Valuation Cap of Finhaven as USD 33,000,000.

If any Equity Financing, Change of Control, Liquidity Event or Dissolution Event has not occurred by the Deadline Date, then Finhaven will issue to Lanebury the Conversion Shares.

Finhaven granted Lanebury the option (the "Option") by Lanebury to elect to receive that number of the Shares in the capital of Finhaven equal to the Investment Amount divided by the SAFE Price. The Option is exercisable anytime prior to the Deadline Date.

Finhaven also agreed to appoint Mr. Lance Tracey, the CEO and a director of Lanebury, to its board of directors.

Finhaven plans to use the investment of Lanebury for the purpose of funding Finhaven's ongoing business operations.

The full News Release is attached to this Material Change Report as Schedule "A".

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

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

For further information please contact:

Lance Tracey, CEO  
Telephone: (604) 657-7757  
Email: lance@lancetracey.com

**9. Date of Report**

July 25, 2018.

## LANEBURY GROWTH CAPITAL LTD.

Suite 1080, 789 West Pender Street  
Vancouver, British Columbia  
V6C 1H2

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### SCHEDULE "A"

### NEWS RELEASE

#### Lanebury Announces One Million USD Investment in Finhaven Technology Inc.

**July 25, 2018** – Vancouver, British Columbia – Lanebury Growth Capital Ltd. ("**Lanebury**") announces a one million USD investment in Finhaven Technology Inc. ("**Finhaven**") pursuant to the Simple Agreement for Future Equity (the "**SAFE**"). The SAFE provides that the investment will be converted into common shares of Finhaven at a price equal to the Valuation Cap of Finhaven divided by the capitalization of Finhaven (the "**SAFE Price**") no later than 90 days past June 30, 2020 (the "**Deadline Date**") unless one of the following events occur prior to the Deadline Date:

1. In the event that Finhaven conducts a transaction or series of related transactions with the principal purpose of raising capital pursuant to which Finhaven issues and sells Shares at a fixed pre-money valuation and generating gross proceeds to Finhaven of at least US\$1,000,000 (an "**Equity Financing**"); or
2. If a transaction or series of related transactions in which more than 50% of the voting rights attaching to the Shares of Finhaven are sold or are to be sold to one person or group of persons acting in concert; or a sale, lease or other disposition of all or substantially all of the assets of Finhaven (a "**Change of Control**"); or
3. If Finhaven's Shares are listed on a recognized stock exchange or other active secondary market. ("**Liquidity Event**"); or
4. A voluntary termination of operations; a general assignment for the benefit of Finhaven's creditors; or any other liquidation, dissolution or winding up of the Company (excluding a Liquidity Event), whether voluntary or involuntary (a "**Dissolution Event**").

If any of the above events occur before the SAFE expires or terminates, Finhaven will issue to Lanebury, that number of common shares (the "**Conversion Shares**") in the capital of Finhaven equal to Lanebury's investment amounts, divided by the either: (i) the SAFE Price; or (2) the price per Share sold in an Equity Financing, multiplied by 70%, provided that the fixed pre-money valuation of Finhaven is less than U.S. \$43,000,000 (the "**Discount Price**"), whichever calculation results in a greater number of Conversion Shares (the "**Conversion Price**").

The SAFE defines the Valuation Cap of Finhaven as USD 33,000,000.

If any Equity Financing, Change of Control, Liquidity Event or Dissolution Event has not occurred by the Deadline Date, then Finhaven will issue to Lanebury the Conversion Shares.

Finhaven granted Lanebury the option (the "**Option**") by Lanebury to elect to receive that number of the Shares in the capital of Finhaven equal to the Investment Amount divided by the SAFE Price. The Option is exercisable anytime prior to the Deadline Date.

Finhaven also agreed to appoint Mr. Lance Tracey, the CEO and a director of Lanebury, to its board of directors.

The CEO of Finhaven Mr. Dohyung "DH" Kim stated: "Finhaven is leading innovations in financial markets with blockchain technology. We are excited that Lanebury is investing in Finhaven with other global investors and that Mr. Lance Tracey is joining our Board."

Finhaven plans to use the investment of Lanebury for the purpose of funding Finhaven's ongoing business operations.

### **About Finhaven**

Finhaven is building a blockchain powered investment banking platform supporting the issuance of tokenized securities and a marketplace to trade them. Tokenization can be applied to all securities, regardless of domicile. The tokenized securities will benefit from improved management, transparency and auditability. Finhaven's proprietary high capacity cryptographic ledger enhances the platform's quality through identity authentication, authorization and security, resulting in time and cost efficiency in raising capital and trading. With its leading technical platform, Finhaven aims to become an integrated global securities exchange.

### **About Lanebury Growth Capital Ltd.**

Lanebury is an investment company with an investment strategy focused on building a portfolio of high-quality investments in technology start-ups. The Company targets investments, for the most part, that have a monthly revenue model and can be scaled easily using internet and mobile technologies.

### **ON BEHALF OF THE BOARD OF DIRECTORS**

Lance Tracey  
Chief Executive Officer and Director

### **Disclaimer for Forward-Looking Information**

Certain statements in this news release related to the Offering, and the securities issuable thereunder, and to the listing of Lanebury's common shares on the CSE are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are, therefore, subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Forward-looking statements in this news release include statements regarding the proceeds to be raised pursuant to the Offering, resale restrictions relating to the securities to be issued, the use of proceeds from the Offering and the future listing of the Company's common shares on the CSE. These forward-looking statements reflect management's current views and are based on certain assumptions, including assumptions as to Lanebury's ability to complete the Offering and satisfy the conditions to the listing of its common shares on the CSE, as well as other factors management believes are appropriate. The Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.