

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

Item 1 Name and Address of Company

Lanebury Growth Capital Ltd. (the “Company”)
750 West Pender Street, Suite 401
Vancouver, British Columbia V6C 2T7

Item 2 Date of Material Change

January 25, 2024

Item 3 News Release

The news release attached hereto as Schedule “A” announcing the material change described herein was disseminated through the news dissemination services of Stockwatch on January 26, 2024.

Item 4 Summary of Material Change

On January 26, 2024, the Company announced the appointment of Gary Sherlock to the Board of Directors of the Company, effective January 25, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On January 26, 2024, the Company announced the appointment of Gary Sherlock to the Board of Directors of the Company, effective January 25, 2024.

Gary Sherlock is a Chartered Professional Accountant (CPA, CA and CMA) with over 25 years of experience in the executive leadership in both corporate and operational roles. He has previously served as CEO and co-CEO of Peer 1 Hosting, a TSX-listed Vancouver-based internet infrastructure provider. With his business partner Fabio Banducci, Mr. Sherlock repositioned the company strategically upmarket, restructured the organization, expanded its operations both domestically and globally and grew the organization to over 500 employees while delivering best in class operating metrics. During his tenure at Peer 1, annualized revenues grew to \$200 million and in January 2013, Peer 1 was acquired by Cogeco Cable for \$650 million.

Prior to joining Peer 1, Gary was Vice President, Business Development and Controller at BC Hydro where he led a number of transformative initiatives including implementation of a comprehensive risk management framework and negotiated several strategic partnerships.

Mr. Sherlock graduated with distinction from the University of Regina with a Bachelor of Administration.

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
Telephone: 604-428-7050

Item 9 Date of Report

February 15, 2024