

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

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

Share International Systems Inc. (the “**Company**”)  
1443 Spitfire Place  
Port Coquitlam, B.C. V3C 6L4

**Item 2. Date of Material Change**

May 11, 2018.

**Item 3. News Release**

A News Release dated May 15, 2018 was disseminated via Global Newswire and filed on SEDAR on May 15, 2018.

**Item 4. Summary of Material Change**

The Company has closed the first tranche a non-brokered private placement (the “**Private Placement**”) raising gross proceeds, of \$2,332,598.00 from the issuance and sale of 5,831,495 Units at a price of \$0.40 per Unit. No new insiders were created, nor any change of control occurred, as a result of this Private Placement.

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

**5.1 Full Description of Material Change**

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Each Unit was sold at a purchase price of \$0.40 per Unit, and the Unit consists of one (1) common share (“**Common Share**”) of the Company and one (1) share purchase warrant (“**Warrant**”). Each Warrant will entitle the holder to acquire one (1) Common Share at an exercise price of \$0.60 for a period of 24 months from the closing date of the Private Placement. In the event that the Company's common shares trade at a closing price on the Canadian Securities Exchange of greater than \$1.00 per share for a period of 10 consecutive trading days at any time after the closing date, the Company may accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date hereafter referred to as the (“**Eligible Acceleration Date**”) on which such notice is given by the Company.

All securities issued in the financing will be subject to a statutory hold period expiring four months and one day after closing of the financing.

In connection with the Private Placement, the Company has paid certain eligible persons (the “**Finders**”) a cash commission equal to \$53,200 and also issued 133,000 warrants (“**Finder's Warrants**”). Each Finder's Warrant has the same terms as the Warrants issued under the Offering.

The Company intends to use the net proceeds of the Private Placement for the advancement of the Company's projects that are currently in the pipeline and will also be evaluating new project opportunities as part of its business model.

**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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Lynn Mueller, Chairman and Chief Executive Officer  
Telephone: 604 475-7710.

**Item 9. Date of Report**

DATED at Vancouver, British Columbia, this 18<sup>th</sup> day of May, 2018.