

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

Item 1 Name and Address of Company

Aylen Capital Inc. (the **Company**)
Suite 2502, Scotia Plaza
Toronto, Ontario M5H 3Y2

Item 2 Date of Material Change

September 24, 2020

Item 3 News Release

A press release was disseminated by the Company through GlobeNewswire, and subsequently filed on SEDAR, on September 24, 2020.

Item 4 Summary of Material Change

On September 24, 2020, the Company announced that its Chief Executive Officer (**CEO**), John Pennal, stepped down to attend to personal health issues. The board of directors of the Company has appointed Richard Sutin as interim CEO.

Item 5 Full Description of Material Change

On September 24, 2020, the Company announced that its Chief Executive Officer (**CEO**), John Pennal, stepped down to attend to personal health issues. The board of directors of the Company has appointed Richard Sutin as interim CEO.

Mr. Sutin was a law partner of Mr. Pennal and acted as counsel to the Company and its predecessors for many years. Mr. Sutin's sole task as interim CEO is to steer the Company through completion of its previously announced agreement to combine with Loc8 (operating as DeepSpacial AI).

In addition, Mr. Pennal has also resigned as a director of the Company and has been replaced by his son, John Edward Pennal.

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

Richard Sutin
Interim CEO
ricksutin@gmail.com

Item 9 Date of Report

September 25, 2020