

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

ITEM 1. NAME AND ADDRESS OF COMPANY

FTC Cards Inc. (the “Company”)
33157 Tunbridge Avenue
Mission, BC V2V 6X9

ITEM 2. DATE OF MATERIAL CHANGE

June 22, 2021

ITEM 3. NEWS RELEASE

The news release dated June 22, 2021 was filed on the Company’s SEDAR profile on June 22, 2021.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The company announced that it has closed a non-brokered private placement financing comprised of 12 million common shares, at a price of C\$0.05 per Share, for gross proceeds of C\$600,000.00.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please refer to the Company’s news release dated June 22, 2021, which is attached as Schedule “A” to this Material Change Report.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. SENIOR OFFICER

Contact: Denise Landsberger, Corporate Secretary
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ITEM 9. DATE OF REPORT

June 23, 2021

**SCHEDULE “A”
NEWS RELEASE**

FTC CARDS INC.
33157 Tunbridge Avenue
Mission, BC V2V 6X9

**FTC ANNOUNCES CLOSING OF \$600,000 NON-BROKERED
PRIVATE PLACEMENT**

Vancouver, BC – June 22, 2021 – FTC Cards Inc. (“**FTC Cards**”) is pleased to announce that it has closed a non-brokered private placement financing (the “**Private Placement**”). The Private Placement was comprised of 12 million common shares (each, a “**Share**”), at a price of C\$0.05 per Share, for gross proceeds of C\$600,000.00.

Proceeds from the Private Placement will be used for general working capital and to further the proposed acquisition of and public listing transaction with Beyond Oil Ltd. that was previously announced on May 10, 2021 (the “**Transaction**”).

All of the Shares issued pursuant to the Private Placement are subject to a statutory hold period ending on October 23, 2021. In addition, if the Transaction completes, all Shares subscribed for by “Special Advisors” of FTC will be subject to a contractual hold period whereby: (a) 25% of such Shares will be free trading on the Listing Date of the resulting issuer (“**Listing Date**”); and (b) 25% of such Shares will be free trading at each of the dates that are 6, 12 and 18 months from the Listing Date. All other Shares issued in the Private Placement will be deposited into escrow upon closing of the Transaction, as required by the policies of the Canadian Securities Exchange (or other applicable stock exchange in Canada) and applicable securities laws.

No finders’ fees or commissions were payable in connection with the Private Placement.

FTC also wishes to clarify matters related to the consolidation of its Shares that was previously announced on May 10, 2021 (the “**Consolidation**”). The Consolidation involved the consolidation of FTC’s Shares on 16.5:1 basis and was effective on May 21, 2021. Immediately before the Consolidation was effective, there were 58,329,201 issued and outstanding Shares, and immediately after the Consolidation was effective, there were 3,535,101 issued and outstanding Shares. After completion of the Private Placement, there are now 15,535,101 issued and outstanding Shares.

ON BEHALF OF THE BOARD:

“Robert Kiesman”

CEO AND CHAIRMAN

For more information, contact:

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Forward-Looking Statements

This news release contains forward-looking statements relating to the timing and completion of the Transaction and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements, other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the expectations of FTC Cards including the failure to satisfy the conditions to completion of the Transaction and other risks detailed from time to time in the filings made by FTC Cards with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of FTC Cards. As a result, FTC Cards cannot guarantee that the Transaction will be completed on the terms disclosed herein or at all. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and FTC Cards will only update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities laws.