

**Form 51-102F3**  
**Material Change Report**

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

ICEsoft Technologies Canada Corp. (formerly Stinton Exploration Ltd.) (“ICEsoft” or the “Company”)  
300 – 1717 10<sup>th</sup> Street NW  
Calgary, Alberta  
T2M 4S2

**Item 2:      *Date of Material Change***

November 18 and 19, 2015

**Item 3:      *News Release***

The news release was issued at Calgary, Alberta on November 19, 2015 and disseminated via FSCwire and was filed on SEDAR.

**Item 4:      *Summary of Material Change***

On November 18, 2015, ICEsoft consolidated all of the issued and outstanding common shares of the Company on the basis of a ratio of one (1) post-consolidation common share for each sixteen (16) outstanding pre-consolidation common shares (the “Consolidation”). Subsequently, on November 19, 2015, the Company changed its name from “Stinton Exploration Ltd” to “ICEsoft Technologies Canada Corp.” (the “Name Change”) and changed the Province in which the Company’s registered office is situated from Manitoba to British Columbia (the “Change of Province of Registered Office”).

On November 18, 2015, prior to effecting the Consolidation, the Company closed a private placement (the “Private Placement”) of 15,000 units at a price of \$2.00 per unit.

Concurrently with closing of the Private Placement, the Company completed the previously announced shares for debt transactions pursuant to which certain former directors and one current director of the Company (the “Lenders”) agreed to convert their outstanding loans to the Company in the aggregate amount of USD\$102,600 into common shares of the Company.

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

On November 18, 2015, the Company effected the Consolidation. Subsequently, on November 19, 2015, the Company effected the Name Change and the Change of Province of Registered Office. The Consolidation, Name Change and Change of Province of Registered Office (collectively, the “Corporate Changes”) were all approved and authorized at the annual and special meeting of shareholders of the Company held on October 30, 2015.

On November 18, 2015, prior to effecting the Consolidation, the Company closed the Private Placement of 15,000 units at a price of \$2.00 per unit, raising an aggregate of CAD\$30,000, each unit consisting of 10 common shares (on a post-Consolidation basis) and 5 common share purchase warrants (on a post-Consolidation basis). Each whole warrant is exercisable at a price of CAD\$0.24 per common share (on a post-Consolidation basis) between January 1, 2016 and May 31, 2016 and at a price of CAD\$0.30 per common share (on a post-Consolidation basis) between June 1, 2016 and December 31, 2017. The common shares issued by the Company pursuant to the Private Placement

are subject to resale restrictions in accordance with applicable securities legislation until March 19, 2016.

Concurrently with closing of the Private Placement, the Company completed the previously announced shares for debt transactions pursuant to which the Lenders agreed to convert their outstanding loans to the Company in the aggregate amount of USD\$102,600 into common shares of the Company (the "Transactions"). Pursuant to the agreement between the Company and the Lenders, the Lenders received common shares with a value of CAD\$87,295.81 (being USD\$102,600 less CAD\$49,504.19, being 1.1 times the amount of accounts payable not covered by the working capital of the Company at closing of the reverse takeover transaction completed by the Company on September 24, 2015, based on an exchange rate of USD\$0.75 to CAD\$1). In aggregate, the Company issued approximately 436,479 common shares (on a post-Consolidation basis) to the Lenders at a deemed price of CAD\$0.20 per common share (on a post-Consolidation basis). The common shares issued by the Company pursuant to the Transactions are subject to resale restrictions in accordance with applicable securities legislation until March 19, 2016.

To the extent applicable, pursuant to sections 5.5(b) and 5.7(e) of Multilateral Instrument 61-101 ("MI 61-101"), no formal valuation or minority approval was required under MI 61-101. The independent directors of the Company have unanimously approved the Transactions and S. Mark Francis, a current director who is also a Lender, has abstained from voting on the Transaction due to his interest in the matter. As of the date of this report, the Lenders hold, in aggregate, less than 1.7% of the Company's issued and outstanding common shares.

***Forward-Looking Information Advisory***

*Certain information in this report is forward-looking within the meaning of certain securities laws, and is subject to important risks, uncertainties and assumptions. This forward-looking information includes, among other things, information with respect to the Corporate Changes, Private Placement and Transactions, assumptions about future economic conditions and courses of action, and the Company's beliefs, plans, expectations, anticipations, estimates and intentions. The words "may", "could", "should", "would", "suspect", "outlook", "believe", "anticipate", "estimate", "expect", "intend", "plan", "target" and similar words and expressions are used to identify forward-looking information. The forward-looking information in this material change report describes the Company's expectations as of the date of this news release and accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the Company may elect to, it does not undertake to update this information at any particular time.*

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7: Omitted Information**

No significant facts remain confidential and no information has been omitted in this report.

**Item 8: Executive Officer**

**Name of Executive Officer:** Brian McKinney, President and CEO

**Telephone Number:** 403-663-3320

**Item 9:     Date of Report**

November 27, 2015