

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

**ITEM 1. NAME AND ADDRESS OF COMPANY**

Good Life Networks Inc. (the "**Company**" or "**GLN**")  
Suite 150 -1090 Homer Street  
Vancouver, BC  
V6B 2W9

**ITEM 2. DATE OF MATERIAL CHANGE**

December 18, 2018.

**ITEM 3. NEWS RELEASE**

Issued on December 18, 2018 and distributed through the facilities of Canada Newswire.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The Company acquired, through its wholly owned subsidiary, Lighthouse Digital Inc. ("**Lighthouse**"), all of the issued and outstanding shares of 495 Communications, LLC ("**495**") for an aggregate purchase price of USD\$15,000,000 (the "**Acquisition**").

**ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE**

The Company acquired, through its wholly owned subsidiary, Lighthouse, all of the issued and outstanding shares of 495 for an aggregate purchase price of USD\$15,000,000.

The Acquisition was completed pursuant to a share purchase agreement dated December 3, 2018 (the "**Share Purchase Agreement**") among GLN, Lighthouse and the sole shareholder of 495 (the "**Vendor**").

Pursuant to the Share Purchase Agreement, the Company acquired all of the issued and outstanding shares of 495 in exchange for providing the Vendor with the following consideration:

- US\$3,500,000 in cash, subject to adjustments as set forth in the Share Purchase Agreement;
- a cash earn-out of up to a maximum of US\$5,500,000 upon 495 achieving certain performance benchmarks as set forth in the Share Purchase Agreement; and
- a share or cash earn-out, to be satisfied, at the sole discretion of the Company, in cash or through the issuance of common shares of the Company ("**GLN Shares**") of up to a maximum amount of US\$6,000,000 upon 495 achieving certain performance benchmarks as set forth in the Share Purchase Agreement, such GLN Shares to be issued at a per share price based upon the greater of (i) the 20-day volume weighted average trading price of the GLN Shares on the TSX

Venture Exchange (the "**TSX-V**") immediately prior to the date of issuance and  
(ii) the lowest price permitted by the policies of the TSX-V.

**ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION**

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**

Contact: Konstantin Lichtenwald, Chief Financial Officer  
Telephone: 604-265-7511

**ITEM 9. DATE OF REPORT**

April 3, 2019.