

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF ISSUER

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

ITEM 2. DATE OF MATERIAL CHANGE

July 15, 2019

ITEM 3. NEWS RELEASE

Issued on July 15, 2019 and distributed through the facilities of Newsfile Corp. and subsequently filed on System for Electronic Document Analysis and Retrieval (SEDAR).

ITEM 4. SUMMARY OF MATERIAL CHANGE

On July 15, 2019, the Company announced the closing of its previously announced “best efforts” private placement offering (the “**Offering**”) of units (the “**Units**”).

Pursuant to the Offering, a syndicate of agents, led by Haywood Securities Inc. (“**Haywood**”) and co-led by Echelon Wealth Partners Inc. (collectively, the “**Agents**”) sold 4,762,500 Units for aggregate gross proceeds of \$952,500. In conjunction with the Offering, the Company issued 5,825,000 Units directly to non-brokered subscribers from a president’s list (the “**Presidents List**”), resulting in a total of 10,587,500 Units being issued for gross proceeds of \$2,117,500.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On July 15, 2019, the Company announced the closing of the Offering of Units, whereby the Agents sold 4,762,500 Units for aggregate gross proceeds of \$952,500. In conjunction with the Offering, the Company issued 5,825,000 Units directly to non-brokered subscribers from the President’s List, resulting in a total of 10,587,500 Units being issued for gross proceeds of \$2,117,500.

Each Unit consists of one common share of the Company (each, a “**Common Share**”) and one-half of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant is exercisable to acquire an additional Common Share at an exercise price of \$0.35 for a period of 24 months following the closing of the Offering, subject to acceleration and adjustment in certain circumstances.

As consideration for their services in connection with the Offering, the Agents received a cash fee in the amount of \$66,675. The Agents also received an aggregate of 333,375 compensation options (the “**Compensation Options**”). Each Compensation Option is exercisable to acquire one Common Share at a price of \$0.20 per Common Share for a period of 24 months following the closing of the Offering.

In addition, Haywood, for its services in connection with the Offering, received: (i) a corporate finance cash fee in the amount of \$62,500, (ii) 195,000 non-transferable corporate finance fee options, which were issued on the same terms as the Compensation Options, and (iii) 125,000 corporate finance fee units, which were issued on the same terms as the Units issued under the Offering.

The Company intends to use the net proceeds of the Offering to complete its potential acquisition of mPlore, LLC (“mPlore”), for day to day operations of the Company and for subsequently expanding the operations of mPlore. The securities issued under the Offering are subject to a four month hold period from the date of closing of the Offering in addition to any other restrictions under applicable law.

The following insiders of the Company (the “Insiders”) participated in the Offering:

- Jesse Dylan, a director, President and Chief Executive Officer of the Company subscribed for 250,000 Units; and
- Praveen Varshney, a director of the Company, through LVIC Fund LLC, subscribed for 325,000 Units.

Accordingly, the Offering is a related party transaction under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

The directors of the Company, excluding each of the interested directors to the extent of his own participation in the Offering, determined that the Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to the exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 as, at the time the Offering was agreed to, neither the fair market value of the securities to be distributed in the Offering nor the consideration to be received for those securities, insofar as the Offering involves the Insiders, exceeded 25% of the Company's market capitalization.

The table below sets out the shareholdings of the Insiders prior to and following completion of the Offering on a non-diluted basis:

Name	Shareholdings prior to the Offering		Shareholdings following the Offering	
	Number	Percentage	Number	Percentage
Jesse Dylan	3,812,430	4.78%	4,062,430	4.49%
Praveen Varshney	202,878	0.25%	527,878	0.58%

In connection with the Offering, each of the Insiders entered into subscription agreements with the Company containing customary provisions and on the same terms as the arm’s length non-brokered subscribers to the Offering.

The Company did not file a material change report more than 21 days before the expected closing of the Offering as the details of the Offering and the participation

therein by related parties of the Company were not settled until shortly prior to closing of the Offering and the Company wished to close on an expedited basis for sound business reasons.

ITEM 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

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Jesse Dylan, President and Chief Executive Officer
Telephone: (604) 265-7511

ITEM 9. DATE OF REPORT

July 18, 2019

Except for the statements of historical fact, this material change report contains "forward-looking information" within the meaning of the applicable Canadian securities legislation that is based on expectations, estimates and projections as at the date of this material change report. "Forward-looking information" in this material change report includes information about the Company's use of proceeds of the Offering including the Company's intention to complete its acquisition of mPlore, the expansion of mPlore's operations, and expectations regarding future operations and other forward-looking information.

Factors that could cause actual results to differ materially from those described in such forward-looking information include, but are not limited to, the acquisition of mPlore may not occur as planned, or at all, and the acquisition of mPlore may not be consistent with management's expectations.

The forward-looking information in this material change report reflects the current expectations, assumptions and/or beliefs of the Company based on information currently available to the Company. In connection with the forward-looking information contained in this material change report, the Company has made assumptions about the Company's ability to close the mPlore acquisition, that mPlore will continue to perform as expected and that the Company will be able to expand the operations of mPlore as expected by management. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

GLN does not assume any obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those reflected in the forward-looking statements, unless and until required by applicable securities laws. Additional information identifying risks and uncertainties is contained in GLN's filings with the Canadian securities regulators, which filings are available at www.sedar.com.