

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Anchor Capital Corporation ("**Anchor**" or the "**Corporation**")
Suite 1600, Dome Tower
333 - 7th Avenue S.W.
Calgary, Alberta T2P 2Z1

2. Date of Material Change(s):

November 22, 2016

3. News Release:

A news release was disseminated November 22, 2016 through the facilities of Marketwired.

4. Summary of Material Change(s):

Anchor announced details concerning its proposed qualifying transaction involving a proposed business combination with Mark One Lifestyle, Inc. ("**Mark One**"). Mark One is a private consumer electronics company, whose key products consist of internet-connected lifestyle devices that automatically track food consumption so consumers can make healthier decisions in real-time.

Anchor has entered into a non-binding letter agreement with Mark One dated October 26, 2016 (the "**Letter Agreement**"), pursuant to which Anchor and Mark One intend to complete a business combination (the "**Transaction**") pursuant to which Anchor will be renamed "Mark One Lifestyle Corp." ("**Newco**") Upon completion of the Transaction, Newco will continue to carry on the business of Mark One. Pursuant to the Transaction, it is expected that an aggregate of 30,000,000 common shares in the capital of Newco (the "**Newco Common Shares**") will be issued at a deemed price of CAD\$0.50 per Newco Common Share for an aggregate deemed consideration of CAD\$15,000,000, exclusive of Newco Common Shares issued to subscribers under the Mark One Private Placement (as defined in the news release) and the Mark One Financing (as defined in the news release).

Each 3.5 outstanding stock options and agents' options of Anchor will be exchanged for one stock option or one agents' option of Newco and the exercise price will be adjusted proportionately in accordance with their respective terms.

Each 3.5 issued and outstanding common shares in the capital of Anchor will be consolidated into one Newco Common Share.

It is intended that the Transaction, when completed, will constitute the qualifying transaction of the Corporation pursuant to Policy 2.4 of the TSX Venture Exchange Inc. (the "**TSX Venture**") Corporate Finance Manual. The Transaction is an arm's length transaction and is subject to the policies of the TSX Venture relating to qualifying transactions, as well as shareholder approval of each of Anchor and Mark One.

5. Full Description of Material Change

5.1 Full Description of Material Change:

Please refer to the attached news release.

5.2 Disclosure for Restructuring Transaction:

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Douglas M. Stuve
Director
Telephone: (403) 234-3337

9. Date of Report:

November 22, 2016

SCHEDULE "A"

ANCHOR CAPITAL CORPORATION ANNOUNCES PROPOSED QUALIFYING TRANSACTION

TSX Venture: ANC.P

FOR IMMEDIATE RELEASE

CALGARY, ALBERTA – November 22, 2016 – Anchor Capital Corporation ("**Anchor**" or the "**Corporation**") is pleased to announce details concerning its proposed qualifying transaction involving a proposed business combination with Mark One Lifestyle, Inc. ("**Mark One**"). Mark One is a private consumer electronics company, whose key products consist of internet-connected lifestyle devices that automatically track food consumption so consumers can make healthier decisions in real-time.

Summary of the Proposed Qualifying Transaction

Anchor has entered into a non-binding letter agreement with Mark One dated October 26, 2016 (the "**Letter Agreement**"), pursuant to which Anchor and Mark One intend to complete a business combination (the "**Transaction**") pursuant to which Anchor will be renamed "Mark One Lifestyle Corp." ("**Newco**"). Upon completion of the Transaction, Newco will continue to carry on the business of Mark One and Newco is expected to be a Tier 2 industrial issuer. Pursuant to the Transaction, it is expected that an aggregate of 30,000,000 common shares in the capital of Newco (the "**Newco Common Shares**") will be issued to the current shareholders of Mark One in exchange for all of the issued and outstanding common stock and securities convertible into common stock of Mark One (the "**Mark One Common Shares**") at a deemed price of CAD\$0.50 per Newco Common Share for an aggregate deemed consideration of CAD\$15,000,000, exclusive of (i) Newco Common Shares issued to subscribers under the Mark One Private Placement and the Mark One Financing (both as defined below).

Each 3.5 of the 5,514,000 issued and outstanding Anchor Common Shares (as defined below) will be consolidated into one Newco Common Share (the "**Consolidation**").

Each 3.5 outstanding stock options and agents' options of Anchor will be exchanged for one stock option or agent's option of Newco to reflect the Consolidation and the exercise price will be adjusted proportionately in accordance with their respective terms.

In connection with the Transaction, Opus 3 Capital Inc. shall be paid a finder's fee of CAD\$750,000 which shall be payable as to CAD\$225,000 in cash and by the issuance of 1,050,000 Newco Common Shares, subject to approval of the TSX Venture Exchange (the "**TSXV**").

It is intended that the Transaction, when completed, will constitute the qualifying transaction of the Corporation pursuant to Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. The Transaction is an arm's length transaction and is subject to the policies of the TSXV relating to qualifying transactions, as well as shareholder approval of each of Anchor and Mark One.

About Mark One

Mark One is a manufacturer and marketer of internet-connected lifestyle devices that automatically track food and beverage consumption, working with fitness trackers to provide consumers with the other half of the equation they need to get and stay healthy. Mark One's product offerings include Pryme Vessyl, a smart cup that helps people calculate and track their unique hydration needs. Pryme Vessyl is currently being used in over 100 countries, in studies to assess its ability to impact outcomes in diseases like kidney stones, and in workplace wellness programs to improve employee health engagement by highlighting the impact of hydration on things like concentration, short-term memory, and productivity. Mark One was founded in Kingston, Ontario, Canada in 2007 and later opened its headquarters in San Francisco, CA

USA in 2013. Mark One was co-founded by Yves Behar, a renowned industrial designer and Chief Creative Officer at Jawbone. Mark One's Chief Executive Officer is Mrs. Helen Thomas, an experienced consumer electronics executive and former CEO of LeapFrog China. Mark One's investors include Intel Capital Corporation, Horizons Ventures (family office of Lee Ka-Shing) and Felicis Ventures, among others.

Mark One Corporate History and Structure

Mark One is a private corporation incorporated under the laws of the State of Delaware on October 22, 2013. Mark One's head office is located in San Francisco, California. Mark One has one wholly owned subsidiary in Canada called Paperwhite, Inc.

Intel Capital Corporation incorporated in Delaware, USA and OurCrowd (Investment in Mark One) L.P. formed in the British Virgin Islands and their affiliates are the only Control Persons (as such term is defined in TSXV policies) of Mark One.

Mark One is in the process of issuing secured promissory notes convertible into Mark One Common Shares (the "**New Mark One Notes**") and 300,000 warrants to purchase common stock of Mark One (the "**New Mark One Warrants**") as part of a maximum CAD\$3,000,000 financing on a private placement basis. In connection with the Transaction, every CAD\$0.40 of principal amount of the New Mark One Notes will be exchanged for one Newco Common Share and the New Mark One Warrants will be exchanged for warrants of Newco on the basis of one Newco warrant for every ten Newco Common Shares issued, with each such Newco warrant to have a term of three years and an exercise price of CAD\$0.65 on a post-Transaction basis (the "**Mark One Financing**").

Summary of the Proposed Concurrent Financing

Pursuant to the Letter Agreement, the parties have agreed to use their "commercially reasonable efforts" to cause Mark One to complete a private placement (the "**Mark One Private Placement**") of subscription receipts of Mark One (the "**Subscription Receipts**") at a price of CAD\$0.50 per Subscription Receipt for gross proceeds of a minimum of CAD\$10,000,000 and a maximum of CAD\$15,000,000. Each Subscription Receipt will be automatically converted into one Newco Common Share concurrent with the completion of the Transaction at no additional cost to the holder. Mark One intends to engage a syndicate of agents to be determined (the "**Agents**") to act as agents on a "commercially reasonable efforts" basis for the Mark One Private Placement, and in connection therewith intends to pay a commission to the Agents of up to 7% with a minimum of 5.5% going to the selling group participants. The Agents will also be granted that number of broker warrants equal to 7% of the number of Subscription Receipts sold by the Agents in connection with the Private Placement (the "**Broker Warrants**"), with each Broker Warrant entitling the holder to purchase one Newco Common Share at a price of CAD\$0.50 per share for a period of 18 months from the date of closing of the Transaction. A further press release announcing additional details will be issued in due course.

The net proceeds from the Mark One Private Placement will be used for bringing to market new consumer products, purchase of inventory, marketing, and for general working capital purposes. The net proceeds of the Mark One Private Placement will be held in escrow and released concurrent with the completion of the Transaction.

Summary of Proposed Directors and Officers

The Board of Directors of Newco is expected to consist of five directors, including Helen Thomas (the current Chief Executive Officer of Mark One), Arlene Dickinson (a current director of Anchor), one mutually agreed upon independent nominee and two other nominees of Mark One, provided that such persons are eligible to act as directors pursuant to the requirements of applicable corporate legislation and subject to approval of the TSXV.

Upon completion of the Transaction, the officers of Newco will be appointed by the Board of Directors of Newco and will include Helen Thomas as Chief Executive Officer, Osei Van Horne as Vice-President, Operations, Dr. Hanson Lenyou as Vice-President, Health, Alex PrevotEAU as Director, Software, as well as a Chief Financial Officer and a Corporate Secretary to be determined by the Board of Directors of Newco.

The following is a brief description and jurisdiction of residence of each of the proposed members of management and directors of Newco.

Helen Thomas - CEO, Chairman of the Board of Directors San Francisco, USA

Ms. Thomas is a seasoned executive with over twenty years of experience spearheading strategic partnerships, mergers and acquisitions (M&A), and marketing campaigns for complex, global business development initiatives for companies across education technology, Internet of Things (IoT), and media industries. Her leadership has rapidly grown multiple companies from zero to tens and hundreds of millions in revenue through effective brand positioning and distribution strategies to ensure product reach their targeted audience on time the world over. Ms. Thomas was the Chairman, Co-founder and CEO of Touchjet Inc., a company focused on the development of touchscreen smart projectors and touchscreen smart televisions from 2014 to 2016, where she successfully launched two award-winning IoT products with cloud based collaborative software. Prior to that, she was the founding President of BlueFocus Communications Group of America Inc., from 2012 to 2014, a wholly owned subsidiary of the largest digital marketing communication company in China, BlueFocus Communication Group Co., Ltd. She built BlueFocus Communications Group of America Inc. to over \$150 million via strategic acquisitions including fuseproject in Silicon Valley and Vision 7 in Canada. As part of the senior founding team at Livescribe Inc., a global leader in the design and manufacturing of smart pens from 2008 to 2012, she led worldwide sales and achieved \$50 million annual revenue within 3 years and built distribution in over 45 countries. She started her career at Leapfrog Enterprises Inc. (NYSE: LF), a developer of educational entertainment for children, from 2003 to 2007, where she led Asia Pacific business and served as the founding CEO of LeapFrog China.

Ms. Thomas received her Master of Business Administration with a concentration in Marketing from the University of California, Berkeley, Haas School of Business. She has a Bachelor of Arts in International Finance from the Renmin University of China.

Osei Van Horne - Vice-President, Operations San Francisco, USA

Mr. Van Horne is a seasoned executive with an established a record of principal investing, M&A advisory across a wide range of industries, including technology, consumer products, and healthcare. Prior to joining Mark One in 2014, Mr. Van Horne was a lean and six sigma management consultant at Genpact (a General Electric company spinout) from 2012 to 2014. Mr. Van Horne has experience as a private equity and venture capital investor at Goldman Sachs where he was part of the Merchant Banking Division from 2005 to 2009. Further, Mr. Van Horne has experience as an M&A investment banker covering technology and business services industries at Wachovia Securities (a Wells Fargo company) from 2003 to 2005.

Mr. Van Horne serves on the Board of Directors of Books for Kids Foundation, a non-profit organization focused on promoting early childhood literacy in underserved communities throughout New York City and greater metropolitan area; and Woman's Venture Fund, a leading non-profit organization focused on providing financing solutions for women-owned small business in the New York Tri-State area. Also, Mr. Van Horne was a member of the adjunct faculty at New York University, where he instructed M&A and venture capital subject matter.

Mr. Van Horne holds a Bachelor of Science degree in Biology from Howard University, Washington, USA.

**Dr. Hanson Lenyoun - Vice-President, Health
San Francisco, USA**

Dr. Lenyoun is Head of Health for Mark One, where he ensures that Mark One's products achieve the mission of getting people healthier. Prior to Mark One, he worked with medical teams at Genentech, a leading biotechnology company from 2012 to 2014 where Dr. Lenyoun worked on over a dozen label expansions and product launches, as well as several initiatives that used technology to improve patient outcomes.

Dr. Lenyoun holds a Bachelor of Arts in Visual and Environmental Studies from Harvard University, a Master of Science in Chemistry from the University of California, and a Medical Degree from Columbia University College of Physicians and Surgeons. He trained in Plastic and Reconstructive Surgery at Columbia University Medical Center and Weill Cornell Medical Center.

**Alex PrevotEAU - Director, Software
San Francisco, USA**

Mr. PrevotEAU is a startup veteran and seasoned technology leader currently responsible for software development at Mark One including backend systems, mobile applications, algorithm development and application of machine learning technologies. Mr. PrevotEAU has experience building systems for LinkedIn, Autodesk, Citrix, Ford, St Jude's Children's Medical Center, and the U.S. Department of Health and Human Services while he served as Consulting Director at 6D Global Technologies from 2013 to 2015 and Mobile and Social Technology Lead at Razorfish Technology Platforms from 2011 to 2013.

Mr. PrevotEAU holds a Bachelor of Science in Management of Information Systems of Wright State University's Raj Soin College of Business.

**Arlene Dickinson - Board Member
Toronto, Canada**

Ms. Dickinson is the owner and Chief Executive Officer of Venture Communications, a company she joined in 1988 and grew from a small, local firm to one of the largest independent marketing agencies in Canada. She is also the Chief Executive Officer of District Ventures and Youinc.com, companies that help market, fund and grow entrepreneurs and their companies. She is a two time best-selling author, frequent speaker and is best known to Canadians as one of the venture capitalists on the award-winning CBC series Dragons' Den. Ms. Dickinson has been recognized with honors, including Canada's Most Powerful Women Top 100, the Pinnacle Award for Entrepreneurial Excellence, as well as PROFIT and Chatelaine's Top 100 Women Business Owners and is a Marketing Hall of Legends inductee. Ms. Dickinson sits on the Leadership Council of the Perimeter Institute for Theoretical Physics, several boards including the Omers Venture advisory board and is a recipient of The Queen Elizabeth II Diamond Jubilee Medal.

Ms. Dickinson is an Honorary Captain of the Royal Canadian Navy and the recipient of honorary degrees from Mount Saint Vincent University, Saint Mary's University and the Northern Alberta Institute of Technology.

Information Concerning Anchor

Anchor is a capital pool company within the meaning of the policies of the TSXV and the common shares of Anchor (the "**Anchor Common Shares**") are listed for trading on the TSXV. Anchor currently has 5,514,000 Anchor Common Shares outstanding, stock options outstanding to acquire 551,400 Anchor Common Shares at a price of CAD\$0.10 per share until December 2, 2024, and agent's options outstanding to acquire 351,400 Anchor Common Shares at a price of CAD\$0.10 per share until December 2, 2016. As at June 30, 2016, Anchor had cash and near cash assets, net of liabilities, of approximately CAD\$190,000.

Other Matters Concerning the Qualifying Transaction

The completion of the Transaction is subject to the approval of the TSXV and all other necessary regulatory approvals. The completion of the Transaction is also subject to additional conditions precedent, including completion of the Mark One Private Placement and the Mark One Financing for gross proceeds of a minimum of CAD\$10,000,000, shareholder approval of Anchor and Mark One, satisfactory completion of final due diligence reviews by the parties, board of directors approval of Anchor and Mark One, and certain other usual conditions for transactions of this nature.

Concurrent with the closing of the Transaction, the current founding shareholders of Anchor will transfer within escrow an aggregate of 1,000,000 Anchor Common Shares at a price of CAD\$0.07 per share to Mark A. Lawson, advisor to Mark One, subject to the receipt of all necessary regulatory approval including approval of TSXV.

Anchor will apply to the TSXV for an exemption from the sponsorship requirements in connection with the Transaction on the basis of the Private Placement. There is no assurance that such exemption will be granted. If such exemption is not granted, Anchor will be required to engage a sponsor for the Transaction.

Trading of the Anchor Common Shares is currently halted and will not resume until all documents required by the TSXV in respect of the Transaction have been filed and the TSXV is otherwise satisfied that the halt should be lifted. Anchor will issue a further news release when the TSXV has received the necessary documentation and trading of the Anchor Common Shares is to resume.

Further information on the Transaction, including financial information on Mark One, will be provided in a subsequent news release.

For further information contact Douglas Stuve, a Director of Anchor at (403) 234-3337, Helen Thomas the Chief Executive Officer of Mark One at (510) 502-4029, Mark Lawson at (647) 302-0393, Jeremy Ross of Opus at (604) 537-7556 or Tyler Ross of Opus at (778) 834-8114.

As indicated above, completion of the Transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the Information Circular or Filing Statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Corporation should be considered highly speculative.

Neither the TSXV nor its Regulation Service Provider (as that term is defined in the policies of the TSXV) has in any way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Except for historical information contained herein, this news release contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially. Neither Mark One nor Anchor will update these forward-looking statements to reflect events or circumstances after the date hereof other than as required by applicable securities laws or TSXV policies. Readers are therefore cautioned not to place undue reliance on any forward-looking statements. More detailed information about potential factors that could affect financial results is included in the documents filed from time to time with the Canadian securities regulatory authorities by Anchor.

The securities of Anchor being offered have not been, nor will be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from U.S. registration requirements. This release does not constitute an offer for sale of securities in the United States.