

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

NSS Resources Inc. (the “Company”)
Suite 206 595 Howe Street
Vancouver, BC V6C 2T5

Item 2. Date of Material Change

October 24, 2017.

Item 3. News Release

News release was disseminated on October 24, 2017 via a Canadian news wire service. A copy of the news release has been filed on SEDAR.

Item 4. Summary of Material Change

The Company has closed the acquisition by the Company of Upco Systems Inc. and has issued 35,000,000 common shares in its capital in connection therewith. The Company also announces a change of directors and officers, an upcoming name change, the grant of stock options and the issuance of shares in settlement of debt.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Further to the Company’s news releases dated April 21, 2017 and July 4, 2017, the Company has closed the acquisition of Upco Systems Inc. pursuant to the share exchange agreement (“Share Exchange Agreement”), as amended, among Upco Systems Inc. (“Upco”) and Aduna Holding GmbH (“Aduna”). Pursuant to the Share Exchange Agreement, as amended, the Company acquired all of the issued and outstanding shares of Upco via the issuance of 33,000,000 common shares of the Company at a deemed price of \$0.06 per share. A finder’s fee of 2,000,000 shares in the capital of the Company was paid at closing. All of these securities are subject to CSE escrow requirements and a statutory 4-month hold and are so legended. The acquisition of Upco constituted a fundamental change under CSE policies and was approved by the CSE and by shareholders of the Company holding more than 50% of the issued and outstanding shares of the Company.

The board of directors of the Company following closing of the acquisition is comprised of Andrea Pagani, Jag Sandhu, Franco Zanichelli and Klaus Eckhof. Mr. Pagani has been appointed as the Company’s new President and CEO, and Mr. Sandhu has been appointed as as Vice President, Corporate Development. Mr. Grewal has resigned as a director and continues as CFO of the Company.

Andrea Pagani is the founder of Upco Systems Inc. and has been its CEO since 2014. From September 2011 until March 2014 Mr. Pagani was a solution enterprise architect for Verizon Business. Verizon is a global company, which delivers communications and technology solutions to its customers. Mr. Pagani has also held positions with IBM, Telecom Italia and France Telecom. Mr. Pagani holds a Bachelor of Computer Science in Nanotechnology from the Politecnico of Milano.

Jag Sandhu is a specialist in corporate finance and development and has over 18 years of experience in the capital markets. Mr. Sandhu has assisted domestic and international companies in raising multi million dollars for expansion and development. He has dealt extensively with strategic planning, mergers and acquisitions, financings and operations for companies in various industries. Mr. Sandhu has held various senior level executive positions in a number of listed companies. He received his Bachelor of Economics from Simon Fraser University in 1990.

Franco Zanichelli currently works as a foreign finance consultant for several companies and groups in Italy and abroad. Mr. Zanichelli also held several positions as financial director and client relations working with major European and international banks. Mr. Zanichelli holds a Bachelor in Parma, Italy.

Klaus Eckhof is a geologist with more than 20 years of experience in the capital markets. He has raised multi million dollars for publicly listed companies in North America and Australia. Mr. Eckhof has held a number of senior level executive positions with listed companies throughout the globe including Africa. Mr. Eckhof founded Moto Goldmines which acquired the Moto Gold Project in the Democratic Republic of the Congo. There, Mr. Eckhof and his team delineated more than 20 million ounces of gold and delivered a feasibility study within four years from the commencement of exploration. Moto Goldmines was subsequently acquired by Randgold Resources (NASDAQ: GOLD) (LSE: RRS) who poured first gold in September 2013. (600,000 ozs per year producer). Mr Eckhof is the Executive Chairman of AVZ Minerals Ltd. (ASX: AVZ). AVZ is a mineral exploration company focused on developing the Manono Project, potentially one of the world's largest lithium-rich LCT (lithium, caesium, tantalum) pegmatite deposits. Manono is located in the south of the DRC in central Africa.

Name change

The Company will be changing its name to Upco International Inc. and will have a new trading symbol UPCO.

Stock Options

The Company has granted options to certain directors, officers, employees and consultants of the Company and Upco to purchase up to 3,500,000 common shares in the capital of the Company at an exercise price of \$0.06 per share for a period of 5 years from the date of the grant.

Shares for Debt

The Company has issued 142,500 common shares in its capital at a deemed price of \$0.06 per share to an arm's length party in settlement of \$8,550 in debt. The shares are subject to a statutory 4-month hold and are so legended.

About Upco Systems Inc.

Upco operates primarily in the telecommunications industries as a licensed Global Telecom Carrier within the international VoIP (voice over IP) wholesale business with its main reportable business segment being wholesale international long distance traffic termination. Upco has also designed a software application for IOS and Android, similar to SKYPE and WHATSAPP, that will enable fully secure communications, social media, namely connecting users and sharing pictures, locations, international airtime top up, International and national calls and chatting. Please visit www.upcosystems.com for further information.

For the year ended December 31, 2016 (Audited), Upco had revenues of \$US \$12,068,708 (2015: \$US 2,527,155) and operating expenses of \$US11,961,374 (2015: \$US 2,195,785), which resulted in a gross profit of \$US 107,334 (2015: \$US 331,370). After operating expenses of \$US 699,543 (2015: \$US 324,330) and other transactions totaling \$US 16,348 (gain) (2015: \$US 8,453 (expenses)), Upco for 2016 had net loss of \$US 608,557 and for 2015 had net income of \$US 15,493. As at December 31, 2016, Upco had assets totaling \$US 1,248,241 (2015: \$US 1,231,809), liabilities totaling \$US 1,870,946 (2015: \$US 1,245,957) and working capital of \$US 495,256 (2015: \$US 700,105).

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Subsection 7.1(2) of National Instrument 51-102

The Company is not relying on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

There is no omitted information.

Item 8. Executive Officer

For further information, please contact:

Jag Sandhu - Vice President, Corporate Development Tel. 778.218.9638.

Item 9. Date of Report

October 30, 2017.