

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

**Item 1            Name and Address of Company**

Global Compliance Applications Corp. (“**Company**”)  
PO Box 43, Suite 830, 1100 Melville Street  
Vancouver, British Columbia  
Canada V6E 4A6

**Item 2            Date of Material Change**

August 15, 2022

**Item 3            News Release**

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Stockwatch and Baystreet on August 15, 2022, and a copy was subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

The Company announced it has completed a non-brokered private placement financing and settled debt (the “**Private Placement**”) by issuing an aggregate of 2,475,000 units (the “**Financing Units**”) to certain investors to raise funds and an aggregate of 937,500 units (the “**Debt Settlement Units**”) to certain creditors of the Company to settle debt.

As each Financing Unit was priced at \$0.04 and each Debt Settlement Unit bore a deemed value of \$0.04, the Company has raised proceeds of \$99,000.00 and settled an aggregate of \$37,500.00 of indebtedness. Each Financing Unit and Debt Settlement Unit consists of one common share in the capital of the Company (“**Share**”) and one Share purchase warrant (“**Warrant**”), whereby each Warrant entitles the holder thereof to purchase one additional Share for a period of 24 months from closing at an exercise price of \$0.05 per additional Share.

**Item 5            Full Description of Material Change**

**Item 5.1          Full Description of Material Change**

The Company announced that it has completed a non-brokered private placement financing and settled debt (the “**Private Placement**”) by issuing an aggregate of 2,475,000 units (the “**Financing Units**”) to certain investors to raise funds and an aggregate of 937,500 units (the “**Debt Settlement Units**”) to certain creditors of the Company to settle debt.

As each Financing Unit was priced at \$0.04 and each Debt Settlement Unit bore a deemed value of \$0.04, the Company has raised proceeds of \$99,000.00 and settled an aggregate of \$37,500.00 of indebtedness. Each Financing Unit and Debt Settlement Unit consists of one common share in the capital of the Company (“**Share**”) and one Share purchase warrant (“**Warrant**”), whereby each Warrant entitles the holder thereof to purchase one additional Share for a period of 24 months from closing at an exercise price of \$0.05 per additional Share.

Proceeds from the sale of the Financing Units will be used for general operations (working capital), including business development and technology upgrades. All securities issued in connection with the Private Placement are subject to a statutory hold period of four months from the date of issuance, expiring December 16, 2022.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or “U.S. persons,” as such term is defined in Regulation S promulgated under the U.S. Securities Act, absent registration or an exemption from such registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The report is not being filed on a confidential basis.

**Item 7 Omitted Information**

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

**Item 8 Executive Officer**

For further information, please contact Bradley Moore, Chief Executive Officer and Director of the Company, at 1-800-409-5679 or [info@gcac.tech](mailto:info@gcac.tech).

**Item 9 Date of Report**

August 23, 2022

**Cautionary Statements Regarding Forward-Looking Information**

*The above disclosure contains certain "forward-looking information" and "forward-looking statements" (collectively "forward-looking statements") within the meaning of applicable securities legislation. All statements, other than statements of historical fact, included herein, without limitation, statements relating to the future operations and activities of the Company, are forward-looking statements. Forward-looking statements are frequently, but not always, identified by words such as "expects", "anticipates", "believes", "intends", "estimates", "potential", "possible", and similar expressions, or statements that events, conditions, or results "will", "may", "could", or "should" occur or be achieved. Forward-looking statements in the above disclosure relate to, among other things, statements relating to the use of proceeds of the Private Placement. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Readers should not place undue reliance on the forward-looking statements and information contained in this news release concerning these items. The Company does not assume any obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by applicable securities laws.*