

FORM 51-102F3
Material Change Report

1. Name and Address of Company

P2P Info Inc.(the “**Company**”)
Suite 1552, 701 West Georgia Street
Vancouver, British Columbia V7Y 1C6

2. Date of Material Change

September 29, 2017

3. News Release

The news release was disseminated through Stockwatch on October 5, 2017 and filed on SEDAR on October 5, 2017.

4 Summary of Material Change

On October 5, 2017, the Company announced that on September 29, 2017, it issued 26,509,182 common shares in the capital of the Company (each, a “**Share**”) at a deemed price of \$0.005 per Share in settlement of outstanding debt in the amount of \$132,545.91 to two creditors (the “**Debt Settlement**”). The Shares issued are subject to a hold period expiring January 30, 2018.

Ying Zhou (“**Zhou**”) subscribed for 21,200,926 Shares and Yan Zhang (“**Zhang**”) subscribed for 5,308,256 Shares. Since Zhou is the Chief Executive Officer, President, and a director of the Company, and Zhang is the Chief Financial Officer, Secretary, and a director of the Company, the Debt Settlement is considered a related party transaction, as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Debt Settlement is exempt from the formal valuation requirements at Section 5.4 of MI 61-101 because no securities of the Company are listed on any of the markets specified at Section 5.5(b) of MI 61-101. The Debt Settlement is exempt from the minority approval requirements at Section 5.6 of MI 61-101 because the exemption in Section 5.7(e) of MI 61-101 applies to the Company as the circumstances described in Section 5.5(g) of MI 61-101 apply to the Company, and there is no other requirement, corporate or otherwise, to hold a meeting to obtain any approval of the holders of any class of affected securities.

5.1 Full Description of Material Change

See Item 4 above and the attached news release for a full description of the material change.

MI 61-101 Requirements

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

See Item 4 above for a description of the Debt Settlement.

(b) the purpose and business reasons for the transaction:

The purpose of the Debt Settlement is to settle outstanding debts owed to two creditors of the Company.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

The Company does not anticipate any material effect on the Company's business and affairs.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Zhou was issued 21,200,926 Shares at a deemed price of \$0.005 per Share. Zhou is the Chief Executive Officer, President, and a director of the Company. Zhang was issued 5,308,256 Shares at a deemed price of \$0.005 per Share. Zhang is the Chief Financial Officer, Secretary, and a director of the Company.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

The following sets out the effect of the Debt Settlement on the percentage of securities of the Company beneficially owned or controlled by Zhou and Zhang:

Zhou held 2,656,500 Shares on an undiluted and on a diluted basis prior to the closing of the Debt Settlement. The percentage of issued and outstanding Shares on an undiluted and on a diluted basis held by Zhou prior to closing of the Debt Settlement was 59.54%. This is based on 4,461,500 Shares issued and outstanding prior to closing of the Debt Settlement.

After the closing of the Debt Settlement, Zhou held 23,857,426 Shares on an undiluted basis and on a diluted basis. The percentage of issued and outstanding Shares on an undiluted and on a diluted basis held by Zhou after closing of the Debt Settlement is 77.03%. This is based on 30,970,682 Shares issued and outstanding after closing of the Debt Settlement.

Zhang held 318,000 Shares on an undiluted and on a diluted basis prior to the closing of the Debt Settlement. The percentage of issued and outstanding Shares on an undiluted and on a diluted basis held by Zhang prior to closing of the Debt Settlement was 7.13%. This is based on 4,461,500 Shares issued and outstanding prior to closing of the Debt Settlement.

After the closing of the Debt Settlement, Zhang held 5,626,256 Shares on an undiluted basis and on a diluted basis. The percentage of issued and outstanding Shares on an undiluted and on a diluted basis held by Zhang after closing of the Debt Settlement is 18.17%. This is based on 30,970,682 Shares issued and outstanding after closing of the Debt Settlement.

- (e) *unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:*

Zhou (i) disclosed his interest in the Debt Settlement, the Debt Settlement and Subscription Agreement between the Company and Zhou (the “**Zhou Agreement**”) and the issuance of Shares thereunder, (ii) executed a notice of disclosure, and (iii) abstained from voting on the resolutions of the board of directors of the Company (the “**Resolutions**”) approving the Debt Settlement as it related to his interest, the Zhou Agreement and the issuance of Shares thereunder.

Zhang (i) disclosed her interest in the Debt Settlement, the Debt Settlement and Subscription Agreement between the Company and Zhang (the “**Zhang Agreement**”) and the issuance of Shares thereunder, (ii) executed a notice of disclosure, and (iii) abstained from voting on the Resolutions approving the Debt Settlement as it related to her interest, the Zhang Agreement and the issuance of Shares thereunder.

A special committee was not established in connection with the approval of the Debt Settlement and no materially contrary view or abstention was expressed or made by any director.

- (f) *a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:*

Not applicable.

- (g) *disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that related to the subject matter of or is otherwise relevant to the transaction:*

- (i) *that has been made in the 24 months before the date of the material change report:*

Not applicable.

- (ii) *the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:*

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

The Company entered into a debt settlement and subscription agreement with Zhou pursuant to which Zhou agreed to subscribe for 21,200,926 Shares at a deemed price of \$0.005 per Share. The Company entered into a debt settlement and subscription agreement with Zhang pursuant to which Zhang agreed to subscribe for 5,308,256 Shares at a deemed price of \$0.005 per Share.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Debt Settlement is exempt from the formal valuation requirements at Section 5.4 of MI 61-101 because no securities of the Company are listed on any of the markets specified at Section 5.5(b) of MI 61-101. The Debt Settlement is exempt from the minority approval requirements at Section 5.6 of MI 61-101 because the exemption in Section 5.7(e) of MI 61-101 applies to the Company as the circumstances described in Section 5.5(g) of MI 61-101 apply to the Company, and there is no other requirement, corporate or otherwise, to hold a meeting to obtain any approval of the holders of any class of affected securities.

As this material change report was filed following the closing of the Debt Settlement (and therefore less than 21 days before the closing of the Debt Settlement), there is a requirement under MI 61-101 to explain why the shorter period is reasonable or necessary in the circumstances. In the view of the Company, such shorter period is reasonable and necessary in the circumstances because the Company wished to complete the Debt Settlement in a timely manner.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Yan Zhang, CFO, (604) 639 1285

9. Date of Report

October 5, 2017

**P2P Info Inc.
Suite 1552, 701 West Georgia Street
Vancouver, British Columbia
V7Y 1C6**

P2P INFO INC. ANNOUNCES COMPLETION OF SHARES FOR DEBT TRANSACTION

VANCOUVER, B.C. - October 5, 2017 – P2P Info Inc. (the “**Company**”) is pleased to announce that on September 29, 2017, it issued 26,509,182 common shares in the capital of the Company (each, a “**Share**”) at a deemed price of \$0.005 per Share in settlement of outstanding debt in the amount of \$132,545.91 to two creditors (the “**Debt Settlement**”). The Shares issued are subject to a hold period expiring January 30, 2018.

Ying Zhou (“**Zhou**”) subscribed for 21,200,926 Shares and Yan Zhang (“**Zhang**”) subscribed for 5,308,256 Shares. Since Zhou is the Chief Executive Officer, President, and a director of the Company, and Zhang is the Chief Financial Officer, Secretary, and a director of the Company, the Debt Settlement is considered a related party transaction, as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Debt Settlement is exempt from the formal valuation requirements at Section 5.4 of MI 61-101 because no securities of the Company are listed on any of the markets specified at Section 5.5(b) of MI 61-101. The Debt Settlement is exempt from the minority approval requirements at Section 5.6 of MI 61-101 because the exemption in Section 5.7(e) of MI 61-101 applies to the Company as the circumstances described in Section 5.5(g) of MI 61-101 apply to the Company, and there is no other requirement, corporate or otherwise, to hold a meeting to obtain any approval of the holders of any class of affected securities.

For further information, please contact:

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P2P Info Inc.