

FORM 51-102F3 MATERIAL CHANGE REPORT

1. Name and Address of Company:

Torino Ventures Inc. ("Torino" or the "Company")
7934 Government Road, Burnaby, BC, V5A 2E2

2. Date of Material Change:

November 5, 2015

3. News Release:

A news release disclosing the nature and substance of the material change was issued by the Corporation on November 6, 2015.

4. Summary of Material Change:

On November 6, 2015, the Company announced the completion of the Amalgamation of Smart Autonomous Solutions Inc. ("SAS") and Torino Ventures Inc.

5. Full Description of Material Change:

Vancouver, British Columbia, November 6, 2015 – Torino Ventures Inc. (the "Company" or "Torino"), is pleased to announce that it has completed a three-cornered amalgamation whereby Smart Autonomous Solutions Inc. ("SAS") has amalgamated with a wholly-owned subsidiary of Torino (Torino Acquisition Corp). The Amalgamation was filed with British Columbia Registry Services as of November 5, 2015. In conjunction with the Amalgamation, Torino issued 12,062,927 common shares to securityholders of SAS. The Company plans to complete a name change, and the Amalgamated entity will be known as Torino Power Solutions Inc. Please refer to Schedule A for the entire news release related to this material change report.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

Inquiries in respect of the material change referred to herein may be made to:
Rav Mlait, Director – (604) 551-7831

9. Date of Report:

November 6, 2015

Schedule A

Torino Ventures Inc.
7934 Government Road, Burnaby, B.C., V5A 2E2
Phone: (604) 551-7831 Fax: 604-676-2767

Smart Autonomous Solutions and Torino Ventures Inc. complete Amalgamation

Vancouver, British Columbia, November 6, 2015 – Torino Ventures Inc. (the “Company” or “Torino”), is pleased to announce that it has completed a three-cornered amalgamation whereby Smart Autonomous Solutions Inc. (“SAS”) has amalgamated with a wholly-owned subsidiary of Torino (Torino Acquisition Corp). The Amalgamation was filed with British Columbia Registry Services as of November 5, 2015. In conjunction with the Amalgamation, Torino issued 12,062,927 common shares to securityholders of SAS. In the coming days, the Company will complete a name change, and the Amalgamated entity will be known as Torino Power Solutions Inc. The directors of Torino Acquisition Corp are Suresh Singh, Bryan Loree, Alex Kanayev, Ravinder Mlait and Darren Fast.

The merged company will focus on its patented Dynamic Thermal Circuit Rating (DTCR) technology that increases the capacity of congested high voltage transmission lines of electric utilities by providing real-time wireless monitoring of stress and temperature. The technology has market opportunities and applications for utilities worldwide, oil pipelines, dams, bridges and other major infrastructure assets. The DTCR technology is supported by five patents. Further details on the DTCR technology can be found at <http://www.sasincor.com>.

The Company has increased the size of its non-brokered private placement at \$0.10 cents per unit over \$200,000. Each Unit consists of one common share and one-half of one non-transferable common share purchase warrant exercisable at \$0.20 cents per common share for a period of 18 months from the date of closing. Finders' fees may be payable in connection with the private placement.

We seek Safe Harbor.

On behalf of the Board of Directors

“Bryan Loree”

CEO and Director
Torino Ventures Inc.

Forward-Looking Information

This press release contains forward-looking information based on current expectations. Statements about the proposed Amalgamation, the Private Placement, shareholder approval and the parties' ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that the Transaction will occur or that, if the Transaction does occur, it will be completed on the terms described above. Torino assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law.