

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

1014379 B.C. LTD.
Suite 810 - 789 West Pender Street
Vancouver, BC V6C 1H2
(the "Company")

Item 2 Date of Material Change

November 21, 2019

Item 3 News Release

The news release was posted under the Company's SEDAR profile.

Item 4 Summary of Material Change

The Company announced the settlement of an aggregate \$336,000.00 of debt through the issuance of 13,440,000 common shares of the Company (the "Shares") at a deemed price of \$0.025 per Share (the "Debt Settlement") to certain creditors of the Company, including a company controlled by a director of the Company (the "Creditors").

Item 5 Full Description of Material Change

The Company announced that its board of directors has approved the Debt Settlement, pursuant to which the Company issued 13,440,000 Shares at a deemed price of \$0.025 per Share to the Creditors.

All securities issued will be subject to a statutory hold period which will expire on the date that is four months and one day from the date of issuance.

As the Debt Settlement involves a director of the Company, it is considered to be a "related party transaction" under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on the exemption from the requirement for valuation under MI 61-101 on the basis of the exemption contained in section 5.5(b) of MI 61-101 as the Company's Shares are not listed on a specified market, and on the exemption from the requirement for minority shareholder approval under MI 61-101 on the basis of the exemption contained in section 5.7(a) of MI 61-101 as that the fair market value of the consideration of the Shares issued to the insiders in connection with the Debt Settlement does not exceed 25% of the Company's market capitalization

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Eugene Beukman, CEO, President & Director

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

Item 9 Date of Report

February 10, 2020