

**FORM 51-
102F3
Material Change
Report**

1. Name and Address of Company:

APPx Group Holdings Inc.

Suite 310, 221 West
Esplanade
North Vancouver, British Columbia V7M 3J3

2. Date of Material Change:

November 12, 2018

3. News Release:

The news release with respect to the material change was disseminated through Newsfile and filed on the SEDAR website at www.sedar.com.

4. Summary of Material Change:

The Company announced the appointment of members to advisory board and that it has issued 7,916,600 stock options, exercisable at \$0.20 a share with a 2 year term and monthly vesting over 12 months to directors, officers, consultants, advisors and employees

5. Full Description of Material Change:

5.1 Full Description of Material Change

See news release attached as Schedule "A"

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Rahim Mohamed, CEO

7355 Rte Transcanadienne Suite 200, Saint-Laurent, QC H4T 1T3
Telephone: (403)-605-9429

9. Date of Report:

November 12, 2018

SCHEDULE "A"

APPX GROUP HOLDINGS INC. ANNOUNCES APPOINTMENTS TO ADVISORY BOARD

Vancouver, British Columbia (November 12, 2018) – APPx Group Holdings Inc. (CSE: APPX) ("**APPx**" or the "**Company**") is pleased to announce the appointment of Samir Bandali, Samuel Osei, and Chris Filiatrault to the Advisory Board of APPx. Each advisor brings a unique set of skills and knowledge to assist APPx.

Samir Bandali

A passionate and motivated cryptocurrency advocate for over 3 years, Samir has a strong background in Computer Science and Financial Management, with a wealth of experience in Client Relations and Public Speaking. Starting out as an enthusiast and investor, he quickly used his interpersonal skills to develop a widespread global network in the industry. Samir's unparalleled passion for decentralization fuels his drive as the Director of Strategic Partnerships for CoinPayments Inc., the world's largest multi cryptocurrency wallet solution and payment processor offering support for over 1000 digital currencies as well as merchant plugins for ecommerce solutions such as Shopify, Magento and WooCommerce. He has advised on many successful projects over the past years including some of the top performing Cannabis and Cryptocurrency ventures in the world.

It is expected that Samir will assist in bringing new partnerships and business opportunities to APPx globally and into Asia through APPx's connections through Santos Torres Ltd.

Samuel Osei

Samuel Osei is the principal of Samuel Osei Law Corporation, a corporate, commercial and blockchain-focused law firm. Samuel is one of the few lawyers in Canada who is a Certified Bitcoin Professional and was one of the first lawyers in Canada to accept cryptocurrency as payment. Samuel's intimate knowledge of blockchain technology and its industry, combined with his legal knowledge and network, have positioned him as a valuable professional resource in the space. He has varied experience representing and advising clients in the blockchain industry including exchanges, miners, traders, coin/token companies and various blockchain-integrated businesses. Samuel is currently the legal advisor to DMG Blockchain Solutions Inc., a Vancouver-based, publicly listed crypto-mining company that boasts some of the highest power capacities in North America.

Chris Filiatrault

For over 30 years, Mr. Filiatrault has been developing successful businesses in both Canada and Japan including: ABC, a chain of English language schools in Japan sold to the American Language School; Universal Objects, a software development company that imported and localized North American internet technologies into Japan; and a 27-year strong twinning society that continues to connect people internationally at academic and governmental levels.

Cryptocurrency and the blockchain has been his passion for the last six years. He was the founder of BMEX, a company that has built a network of Bitcoin ATMs in the Japanese market along with an associated cryptocurrency wallet. He was also a founder of DMG Blockchain Solutions in Canada and BIG Japan. In these positions he utilized his extensive bilateral business and social contacts, in Canada and Japan, for intellectual and technological corporate growth.

The challenges of starting and growing new crypto-based enterprises requires foresight, flexibility and resources that Mr. Filiatrault continues to bring to all his projects.

Mr. Filiatrault has experience with taking start-ups from nothing to multi-million dollar enterprises. His most recent deal included founding and raising over US\$25 million for DMG Blockchain Solutions Inc., a company that specializes in cryptocurrency and blockchain solutions.

Island Mining Inc is his current venture, a global cryptocurrency mining development corporation capitalizing on the success of brand new 7nanometer technology.

Mining Coin, Island Mining's TAO, is the brainchild of Mr. Filiatrault. He is based in Cayman.

Stock Options

In connection with these appointments, the Company has granted 500,000 stock options ("Options"). Each Option has an exercise price of \$0.20 per share and are exercisable for a period of two (2) years from the date of grant. The Options vest each month over a period of 12 months.

In addition, the Company granted 7,416,600 stock options to directors, officers, employees, and consultants. Each Option has an exercise price of \$0.20 per share and are exercisable for a period of two (2) years from the date of grant. The Options vest each month over a period of 12 months.

About APPx Group Holdings, Inc.

APPx Group Holdings is a Fintech incubator that offers technology-based business solutions. Our growing partnership network allows us to service a wide range of markets: advertising, blockchain, crypto, FinTech, and telecommunications products and services.

With our strong reach, we're constantly adding to, and enhancing our portfolio. We strive to be industry leaders, creating innovations engineered from the ground up by our diverse culture of talent. APPx Group delivers sustained value by strategically solving our customers' immediate and long-term needs, helping them reach their goals on a global scale.

Additional information about APPx Group and its projects can be found on the company's website at www.appxgroup.com.

For further information please contact:

Rahim Mohamed, CEO

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(833) 777-APPX

Jay Ruckenstein, President

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Forward-Looking Information

All information in this news release concerning the advisory board members have been provided for inclusion herein by such advisors. Although the Company has no knowledge that would indicate that any information contained herein concerning an advisor is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information.

Certain statements in this release are forward-looking statements. Statements about the Company's plans and intentions, other potential transactions, product development, events, courses of action, and the potential of the

Company's technology and operations, among others, are all forward-looking information. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. Forward-looking statements are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, present and future business strategies, the ability to successfully develop software, anticipated costs, the environment in which the Company will operate in the future, and other factors, many of which are beyond the control of the Company. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; the future growth, results of operations, performance and business prospects and opportunities; changes in and the effect of government policies; demand for products and services; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the common shares of the Company.

Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, changes in laws, negative sentiment towards the industry in which the Company operates, increase in operating costs, the loss of key directors, employees, advisors or consultants, technology failures, failure to develop new and innovative products, failure of counterparties to perform their contractual obligations and fees charged by service providers. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.

The Canadian Securities Exchange has not reviewed, nor approved the contents of this news release.