

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

Item 1 Name and Address of Company

Softlab9 Technologies Inc. (the "Company")
Suite 605-815 Hornby Street
Vancouver, BC V6Z 2E6

Item 2 Date of Material Change

July 21, 2020

Item 3 News Release

A news releases was issued and disseminated on July 21, 2020 and subsequently filed on the CSE website and SEDAR (www.sedar.com) with the securities commissions of British Columbia, Alberta, and Ontario.

Item 4 Summary of Material Change

The Company announced the Issuance of 5,660,615 Units through a non brokered Private placement and Debt settlement. The Units consist of one common shares and one-half share purchase warrant.

Item 5 Full Description of Material Change

Full details as attached in Schedule "A"

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this report:

Rahim Mohamed, CEO, and Director

Email: RM@softlab9.com

Phone: (403) 605-9429

Item 9 Date of Report

July 27, 2020

SCHEDULE “A”

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. WIRE SERVICES

Softlab9 Technologies Inc. Announces Closing of Second Tranche of Over Subscribed Non-Brokered Private Placement

VANCOUVER, BRITISH COLUMBIA, July 21, 2020 — Softlab9 Technologies Inc. (CSE: SOFT; Frankfurt: APO2; OTC: SOFSF) (“**SOFT**” or the “**Company**”) is pleased to announce the closing of the second tranche of its non-brokered private placement (the “**Private Placement**”) as previously announced in its news release of May 21, 2020. The Private Placement was originally announced for total gross proceeds of up to \$2.0 Million, subject to an over-allotment option of 50% to \$3.0 million. The Company is pleased to announce that the over-allotment option was fully subscribed, and it has received gross proceeds of \$2,681,090.55 and settled \$404,130 in existing debt into the Private Placement.

The second tranche closing comprises 5,621,415 units of the Company (each a “**Unit**”) at a price of \$0.35 per Unit. Each Unit consists of one common share of the Company (a “**Share**”) and one-half of one transferrable Share purchase warrant (each whole warrant a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional Share at a price of \$0.60 for a term of 2 years following closing, being July 21, 2022 (the “**Expiry Date**”), subject to acceleration. 172,000 of the Units were issued as securities for debt to current creditors.

The acceleration clause on the Shares issuable upon exercise of the Warrants comes into effect after those Shares are free trading and if the closing price of the Shares on the Canadian Securities Exchange (the “**Exchange**”) is greater than \$1.00 for 10 consecutive trading days, then the Company may, at its sole option, elect to provide notice (the “**Acceleration Notice**”) to the holders of the Warrants. The Acceleration Notice may be provided by news release and indicate that the Warrants will expire at 4:00 p.m. (Vancouver time) on the date that is 30 days from the date of the Acceleration Notice (the “**Accelerated Expiry Date**”). In such instance, all Warrants that are not exercised prior to the Accelerated Expiry Date will expire on the Accelerated Expiry Date.

Proceeds from the Private Placement will be used for completion of the CleanGo GreenGo Inc. (“**CleanGo GreenGo**”) acquisition as announced in the Company’s press release of May 21, 2020, working capital and for general corporate purposes.

In connection with second tranche closing, the Company will pay cash commissions of \$45,580 and shall issue 45,750 finder’s shares pursuant to and in accordance with applicable securities laws and Exchange policy.

All securities issued in conjunction with the second tranche Private Placement closing have a hold period expiring 4 months and one day following closing.

About SoftLab9:

SoftLab9 is a technology incubator specializing in developing, launching, acquiring, and vertically integrating companies. They foster a portfolio of assets internally while providing engineering, capital, executive management, and industry experience. The Company brings together innovative ideas based on solid foundations and experienced teams to build leading companies.

For further information please contact:

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NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATION SERVICES PROVIDER ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Forward-looking Information

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements in this presentation that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations, and orientations regarding the future, including without limitation statements related to the use of the proceeds of the Private Placement and the Company's prospect of success in executing its proposed plans, including its plans to complete the acquisition of CleanGo GreenGo. Forward-looking statements can often be identified by words such as "will", "plans", "expects", "may", "intends", "anticipates", "believes", "proposes" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements are based on certain assumptions by management regarding the Company, including, without limitation, the Company's ability to acquire CleanGo GreenGo and obtain required regulatory approvals and the timing thereof. Actual results could differ from those projected in any forward-looking statements due to numerous factors including, risks and uncertainties relating to the inability of the Company, to, among other things, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required to execute its proposed business plans, and obtain the financing required to carry out its planned future activities. Other factors such as general economic, market or business conditions or changes in laws, regulations and policies affecting the Company's operations may also adversely affect the future results or performance of the Company. The Company can provide no guarantee that it will be successful in completing the Private Placement or completing the acquisition of CleanGo GreenGo. 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 included in this news release are made as of the date hereof and the Company does not intend to update or revise any forward-looking statements, except as expressly required by law.

SCHEDULE "A"

Softlab9 Announces Partial Closing of \$0.35 per Unit Private Placement

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

June 17th, 2020 – Vancouver, BC. Softlab9 Software Solutions Inc. (CSE: SOFT; Frankfurt: APO2; OTC: SOFSF)("SOFT" or the "Company") announces that it has completed a partial closing with gross proceeds of \$773,865 of its non-brokered private placement offering of up to \$2.0 million (the "Offering") as well as settled a total of \$343,860 of debt owed to certain creditors.

The securities issued pursuant to first tranche of the offering and debt settlements (the "Securities") consists of 3,193,502 units of the Issuer at a price of CAD\$0.35 per unit. Each unit consists of one common share and one-half of a transferable common share purchase warrant. Each half warrant will entitle the holder to purchase, for a period of two (2) years from the date of issue (the

"Expiry Time"), one additional common share of the Issuer at an exercise price of CAD\$0.60 per whole warrant. In this Agreement, as the context requires "Securities" includes any shares issued on exercise of the warrants.

Finder's fees of 30,175 common shares and \$735 will be paid as part of the first tranche closing

The net proceeds from the Offering will be used to working capital purposes.

About SoftLab9.:

SoftLab9 is an incubator specializing in developing, launching, acquiring, and vertically integrating companies. They foster a portfolio of assets internally while providing engineering, capital, executive management, and industry experience. The Company brings together innovative ideas based on solid foundations and experienced teams to build leading companies.

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Cautionary Note:

The Company is not making any express or implied claims that Clean Go Green Go or any other product has the ability to eliminate, cure or contain the Covid-19 (or SARS-2 Coronavirus) at this time. Do not drink or consume any of the products at any time. Follow the instructions on the bottles. The products mentioned are meant to be used on surfaces and hands to sanitize to protect against bacteria and Viruses. Clean Go Green is not a cure, nor does it imply to be a cure for COVID-19.

Forward-looking Information

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation, including the United States Private Securities Litigation Reform Act of 1995. All statements in this presentation that are not purely historical are forward-looking statements and include statements regarding beliefs, plans, expectations, and orientations regarding the future, including without limitation statements related to the completion of the Private Placement and the use of the proceeds therefrom, and the Company's prospect of success in executing its proposed plans, including its plans to complete the acquisition of CleanGo and the prospects for CleanGo's business. Forward-looking statements can often be identified by words such as "will", "plans", "expects", "may", "intends", "anticipates", "believes", "proposes" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Forward-looking statements are based on certain assumptions by management regarding the Company, including, without limitation, investor interest in the Private Placement, and the Company's ability to acquire CleanGo and obtain required regulatory approvals and the timing thereof. Actual results could differ from those projected in any forward-looking statements due to numerous factors including, risks and uncertainties relating to the inability of the Company, to, among other things, obtain any required governmental, regulatory or stock exchange approvals, permits, consents or authorizations required to execute its proposed business plans, and obtain the financing required to carry out its planned future activities. Other factors such as general economic, market or business conditions or changes in laws, regulations and policies affecting the Company's operations may also adversely affect the future results or performance of the Company. The Company can provide no guarantee that it will be successful in completing the Private Placement or completing the acquisition of CleanGo. 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 included in this news release are made as of the date hereof and the Company does not intend to update or revise any forward-looking statements, except as expressly required by law.