

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

NetCents Technology Inc. (“NetCents” or the “Company”)
505 Burrard Street, Suite 880
Vancouver, British Columbia
V7X 1M4

Item 2. Date of Material Change

October 12, 2018

Item 3. News Release

The Company disseminated a news release on October 19, 2018 (the “News Release”) and subsequently filed a copy on www.sedar.com.

Item 4. Summary of Material Change

The Company completed its previously announced private placement of discounted convertible debt for gross proceeds of \$419,182 through the issuance of unsecured convertible debentures.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company completed its previously announced private placement of discounted convertible debt (the “Offering”) for gross proceeds of \$419,182 through the issuance of unsecured convertible debentures (the “Debentures”). The principal amount of the Debentures is \$493,155, which was sold at a 15% discount to the face value.

The principal amount of the Debenture is repayable in full (the “Maturity Date”) on the earlier of: (i) April 12, 2019 and (ii) the date the holder elects to convert the Debenture into units. The Debentures bear interest at a rate of 10% per annum, calculated daily and payable on the Maturity Date. At any time prior to the Maturity Date, the holder has the option to convert the principal amount of the Debenture into units in the capital of the Company (the “Units”) at the conversion price of \$1.08 per Unit. Each Unit will consist of one common share of the Company (a “Share”) and one common share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one Share (a “Warrant Share”) at the exercise price of \$1.08 per Warrant Share until October 12, 2020. The Debentures and the securities issuable upon the conversion of the Debentures will be subject to a statutory hold period expiring on February 13, 2019.

The proceeds of the Offering will be used by the Company to provide general working capital.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

Gord Jessop
President and COO
Tel.: (604) 676-5249

Item 9. Date of Report

October 22, 2018.