

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

NetCents Technology Inc. (“NetCents” or the “Company”)  
Suite 1000 – 1021 West Hastings  
Vancouver, British Columbia  
V6E 0C3

**Item 2. Date of Material Change**

October 31, 2018

**Item 3. News Release**

The Company disseminated a news release on November 13, 2018 (the “News Release”) and subsequently filed a copy on [www.sedar.com](http://www.sedar.com).

**Item 4. Summary of Material Change**

The Company has settled an outstanding claim owed to Equities Media Inc. (“Equities”). The claim related to a dispute over the issuance of 135,552 common shares and 135,552 warrants by Netcents to Equities.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

In exchange for the release of the claim, Netcents issued Equities the following:

- i. 135,552 freely-trading common shares of NetCents;
- ii. 135,552 common share purchase warrants of NetCents, each such warrant entitling the holder to acquire one additional common share of NetCents for a period expiring October 31, 2019 at a price of \$1.42 per share (the “Settlement Warrants”); and
- iii. an additional 14,084 common shares being the number of common shares as is equal to \$20,000 divided by the Exercise Price (the “Additional Shares”).

The Settlement Warrants and Additional Shares are subject to a hold period expiring March 1, 2019.

**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**

November 13, 2018.