

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

NetCents Technology Inc. (the “Company”)
1000 – 1021 West Hastings Street
Vancouver, BC, V6E 0C3

Item 2: Date of Material Change

June 26, 2020.

Item 3: News Release

A news release was issued and disseminated on June 19, 2020 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced a revocation order and share issuances. See Item 5 below.

Item 5: Full Description of Material Change

The Company announced that a disruptive cryptocurrency payments technology solutions provider, announces that, on June 17, 2020 it received a revocation order from the British Columbia Securities Commission (the “BCSC”), its principal regulator, to a management cease trade order (the “MCTO”) that was issued by the BCSC in connection with the delay by the Company in filing its annual financial statements, management's discussion and analysis and related officer certifications for the financial year ended October 31, 2019 (collectively, the “Required Filings”) before the prescribed deadline of February 28, 2020. The Required Filings were filed on SEDAR on June 10, 2020.

Additionally, the Company announces that it has entered into an agent and advisory services agreement with Boustead Securities, LLC (“Boustead”), a California limited liability corporation, whereby the Company engaged Boustead to act as the Company’s placement agent, on an exclusive basis in North America, with respect to the Company’s planned securities offerings (the “Financings”).

In exchange for the services provided by Boustead and, subject to the approval of the CNSX Markets Inc., the Company will issue an aggregate of 250,000 common shares (the “Shares”) in the capital of the Company to Boustead at a deemed price of \$0.63 per Share and to pay Boustead a success fee when the Company closes on a Financing payable as agreed to between the parties.

The Shares will be subject to a statutory four month hold period.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

For further information, please contact:

Clayton Moore
CEO
ir@net-cents.com

Item 9: Date of Report

June 29, 2020.