

Form 51-102F3

Material Change Report

Item 1 Name and Address of Company

1040433 BC LTD.
Suite 1128 – 789 West Pender Street
Vancouver, British Columbia
V6C 1H2 (the “Company”)

Item 2 Date of Material Change

August 14, 2017

Item 3 News Release

A news release was filed on SEDAR at www.sedar.com on August 14, 2017.

Item 4 Summary of Material Change

The Company closed a non-brokered private placement for **5,200,000** units at a per unit price of **\$0.03** for gross proceeds of approximately **\$156,000.00**.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company announced that it has closed a non-brokered private placement for a total of 5,200,000 units (the “Units”) of the Company at a price of \$0.03 per Unit for gross proceeds of \$156,000.00 (the “Private Placement”). Each Unit consists of one (1) common share (the “Common Share”) and one-half of one (1/2) transferable common share purchase warrant (each whole warrant, a “Warrant”). Each Warrant entitles the holder thereof to purchase one (1) additional Common Share of the Company at a price of \$0.05 on or before August 14, 2020.

The securities issued are subject to a four (4) month hold period that expires on December 15, 2017.

Gross proceeds raised from the sale of the Units will be used for advancing new business opportunities and for general corporate purposes.

Item 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

Not applicable.

Item 8 Executive Officer

Eugene Beukman, President
Business Telephone: 604 687 2038
Facsimile: 604 687 3141

Item 9 **Date of Report**

August 15, 2017