

# Form 51-102F3

## *Material Change Report*

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

#### **EXEBLOCK TECHNOLOGY CORPORATION**

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

### **Item 2 Date of Material Change**

**October 4 and October 6, 2017**

### **Item 3 News Release**

A news release was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on October 12, 2017.

### **Item 4 Summary of Material Change**

The Company closed a non-brokered private placement for **17,707,428 Subscription Receipts** at a per Subscription Receipt price of **\$0.35** for gross proceeds of approximately **\$6,197,600**.

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

#### **Item 5.1 Full Description of Material Change**

The Company announced that on October 4 and October 6, 2017, the Company completed a non-brokered private placement (the “**Financing**”), which raised total gross proceeds of \$6,197,600 (“**Subscription Funds**”) by the issuance of 17,707,428 subscription receipts (“**Subscription Receipts**”) at a price of \$0.35 per Subscription Receipt. The Subscription Funds paid to the Company were deposited into escrow with the Company’s transfer agent (the “**Escrow Agent**”) pursuant to an escrow agreement dated October 4, 2017 between the Company and the Escrow Agent. The Subscription Funds will be held in escrow until the Company has received all required regulatory approvals including, without limitation, a final receipt for a non-offering prospectus and conditional approval of the listing of the Company’s common shares (the “**Common Shares**”) on the Canadian Securities Exchange (the “**Release Conditions**”). If the Release Conditions have not been satisfied on or before December 31, 2017, the Subscription Funds will be returned to the subscribers without interest. Upon satisfaction of the Release Conditions, each Subscription Receipt will be automatically exchanged, without payment of any additional consideration or further action on the part of the subscriber, for one Common Share and the Subscription Funds will be released to the Company.

Certain finders (the “**Finders**”) assisted the Company in securing subscribers of Subscription Receipts in the Financing. The Company will pay Finders' fees of an aggregate \$464,820 representing a total of 7.5% of the gross proceeds raised in the Financing from subscribers introduced to the Company by the Finders. Upon the exchange of the Subscription Receipts for Common Shares and the release of the Subscription Funds from escrow, the Company will also issue Finders' warrants (“**Finders' Warrants**”) entitling the holders thereof to purchase up to a total of 1,328,057 Common Shares at an exercise price of \$0.35 per Common Share for two years from the date of issuance of the Finders' Warrants.

Upon release from escrow, the Subscription Funds will be used for advancing new business opportunities, general corporate purposes and for working capital.

#### **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**

Jonathan Baha'i, President and CEO  
Business Telephone:    902-814-4747  
Email: [jbahai@exeblock.com](mailto:jbahai@exeblock.com)

**Item 9**            **Date of Report**

October 12, 2017