

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 **Name and Address of Company**

Solvbl Solutions Inc. (“**SoLVBL**” or the “**Company**”)
Suite 602 - 15 Toronto Street
Toronto, Ontario M5C 2E3

Item 2 **Date of Material Change**

The material change occurred effective February 10, 2021.

Item 3 **News Release**

A press release relating to the material change described herein was disseminated on February 17, 2021 via Newsfile.

Item 4 **Summary of Material Changes**

On February 10, 2021, SoLVBL (formerly Stowe One Investment Corp.) and Agile Blockchain Corp. (“**Agile**”) completed their previously-announced business combination which resulted in the reverse take-over of SoLVBL by Agile (the “**Transaction**”). The Company also publicly filed, and was receipted for, a non-offering final prospectus dated February 10, 2021 (the “**Prospectus**”) in connection with the listing of its common shares (the “**Common Shares**”) on the Canadian Stock Exchange (“**CSE**”).

On February 9, 2021, the Company received conditional approval from the CSE to list its Common Shares on the CSE. Listing remains subject to SoLVBL fulfilling customary CSE requirements. Trading in the Common Shares is expected to commence under the ticker symbol “SOLV” on or about February 23, 2021 following the issuance by the CSE of its final bulletin in respect of the listing.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

On February 10, 2021, SoLVBL (formerly Stowe One Investment Corp.) and Agile completed their previously-announced Transaction. As a result of the Transaction, SoLVBL now carries on the business of Agile. The Company also publicly filed, and was receipted for, the Prospectus in connection with the listing of the Common Shares on the CSE.

On February 9, 2021, the Company received conditional approval from the CSE to list its Common Shares on the CSE. Listing remains subject to SoLVBL fulfilling customary CSE requirements. Trading in the Common Shares is expected to commence under the ticker symbol “SOLV” on or about February 23, 2021 following the issuance by the CSE of its final bulletin in respect of the listing.

Transaction

Immediately prior to the completion of the Transaction, Stowe One Investment Corp.: (a) filed articles of amendment to change its name from “Stowe One Investment Corp.” to “Solvbl Solutions Inc.”; and (b) consolidated its share capital on the basis of one post-consolidation Common Share for each 2.1428571 pre-consolidation Common Shares.

Under the terms of an amalgamation agreement between the Stowe One Investments Corp. (now SoLVBL), Agile and 1191212 BC Ltd., a wholly-owned subsidiary of the Company (“**Subco**”), dated effective December 21, 2018, as amended and restated effective August 14, 2020, the Transaction was completed by way of a three cornered amalgamation under the laws of British Columbia whereby Subco

merged with and into Agile to form an amalgamated entity, named “1191212 BC Ltd.”. On closing of the Transaction, the amalgamated “1191212 BC Ltd.” became a wholly-owned subsidiary of SoLVBL and the shareholders of Agile were issued one Common Share in exchange for every one Agile common share held immediately prior to the completion of the Transaction. In addition, each outstanding option to purchase Agile common shares was exchanged for the equivalent number of options to purchase Common Shares on the same terms and conditions as the original security. For additional information regarding the Transaction, please see the Company’s news releases dated February 20, 2019 and the Prospectus, copies of which are available on the Company’s SEDAR profile at www.sedar.com.

Following the completion of the Transaction, SoLVBL has 80,836,397 Common Shares issued and outstanding, approximately 4.2% of which are held by the prior shareholders of Stowe One Investments Corp. and approximately 95.8% of which are held by the former shareholders of Agile.

In connection with the completion of the Transaction, all directors and officers of the Company resigned and were replaced by nominees of Agile, as follows: (a) Raymond Pomroy – Chief Executive Officer and Corporate Secretary; (b) Khurram Qureshi – Chief Executive Officer; (c) Vikas Gupta – Director; (d) Musabbir Chowdhury – Director; (e) Brenda Brown – Director; and (f) Alan Rootenberg – Director.

In connection with the closing of the Transaction, SoLVBL’s newly appointed board of directors approved the appointment of MNP LLP as auditor of the Company and accepted the resignation of D&H Group LLP. D&H Group LLP resigned as auditor at SoLVBL’s request and there were no reservations or modified opinions on any of the Company’s financial statements since MNP LLP was appointed as auditor of the Company, nor, in the opinion of the Company, were there any “reportable events” as defined in National Instrument 51-102 during such period.

Management and the Board of Directors of SoLVBL

Raymond Pomroy, CEO – Raymond is an international manager who has exceptional experience in business management and supply chain management primarily in the UK, Holland, Canada and the US. Prior to joining SoLVBL, Raymond had been working in a multinational consumer goods company for 30 years, and managed all elements of the supply chain, including USD\$2.8 billion in product supply, six factories in North America, over 2,000 employees. He is experienced in supply chain strategy development, global supply, organizational redesign and implementation of restructuring, contract negotiations, and cost reduction activities. Raymond holds a Bachelor of Science and Diploma in Industrial Studies from Loughborough University (UK).

Khurram Qureshi (CA & CPA), CFO – Khurram brings over 22 years’ experience in the field of accounting and corporate finance. Khurram qualified as a Chartered Accountant in 1990 and has held senior positions with several small- to medium-sized public companies. He has been a key member on several merger and acquisition teams.

Vikas Gupta, Chairman of the Board and Director – Vikas is a seasoned executive and has a strong track record with private and public companies. He is well versed in gamification, digital distribution, video games, interactive entertainment and content. Additionally, he has also built expertise in financings, the creation of unique revenue models, the monetization of complex technologies, leadership, and overall growth.

Musabbir Chowdhury (PhD), Director – Musabbir is an engineer and a business, education and technology consultant with over 20 years of IT achievements. Musabbir is the Dean of Business and Information Technology at Fleming College, and was, until November 2019, the director of Pi Lab, a technology innovation centre and a Professor at the Niagara College School of Business. Previously, he was COO for C2H Media Inc., an educational and web technology consulting and service provider for educational institutions and businesses. Musabbir was also Vice President Academic of Portage College in Alberta.

Brenda Brown (MBA, ICD.D), Director – Brenda is the former Senior VP of Global Talent Management at Compass Group PLC and has over twenty-five years of business experience in all aspects of Human Resource management in both union and non-union environments. As a member of the executive management team at Compass Group PLC, Brenda was involved in key strategic business decisions and was responsible for the development of employee programs, corporate culture development and assisting in ensuring the success of the corporate vision.

Alan Rootenberg (CPA), Director – Alan Rootenberg is a chartered professional accountant who has served as the Chief Financial Officer of a number of publicly traded companies listed on the Toronto Stock Exchange, TSX Venture Exchange, over-the-counter bulletin board and CSE. These companies include mineral exploration, mining, technology and cannabis companies. Alan has a Bachelor of Commerce degree from the University of the Witwatersrand in Johannesburg, South Africa and received his CPA designation in Ontario, Canada.

Prospectus Filing

In order to comply with Policy 2 – *Qualifications for Listing* of the CSE and meet one of the eligibility requirements for the listing of the Common Shares on the CSE, the Company publicly filed, and was accepted for, the Prospectus dated February 10, 2021.

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5.2 Disclosure for Restructuring Transactions

Not applicable as the Company filed the Prospectus detailing the restructuring transaction. A copy of the Prospectus is available on the Company’s SEDAR profile at www.sedar.com.

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

For further information, please contact:

Raymond Pomroy, Chief Executive Officer
Telephone: (905) 510-7982
Email: info@solvbl.com

Item 9 Date of Report

This report is dated February 17, 2021.