

FORM 51-102F3

Material Change Report

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 June 15, 2021.

Item 3. News Release

A press release to the material change described herein was disseminated on June 15, 2021 via Newsfile.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

For further information, please contact:

Raymond Pomroy, Chief Executive Officer
Telephone: (905) 510-7982

Item 9. Date of Report

This report is dated June 15, 2021.



**SOLVBL SOLUTIONS ANNOUNCES UP TO \$2.0 MILLION BROKERED
PRIVATE PLACEMENT FINANCING OF UNITS**

**NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN
THE UNITED STATES.**

Toronto, ON – June 15, 2021 – Solvbl Solutions Inc. ("**Solvbl**" or the "**Company**") (CSE:SOLV) is pleased to announce that it has entered into an agreement with Research Capital Corporation as sole agent and sole bookrunner (the "**Agent**") in connection with a best efforts, private placement offering of units of the Company (the "**Units**") at a price of \$0.06 per Unit (the "**Offering Price**") for aggregate gross proceeds of up to \$2,000,000 (the "**Offering**").

Each Unit will be comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant shall be exercisable to acquire one Common Share (a "**Warrant Share**") at a price of \$0.12 per Warrant Share for a period of 24 months from the closing of the Offering.

The Agent will have an option (the "**Over-Allotment Option**") to offer for sale up to an additional 15% of the number of Units sold in the Offering at the Offering Price, which Over-Allotment Option is exercisable, in whole or in part, at any time up to 48 hours prior to the closing of the Offering.

The Company intends to use the net proceeds from the Offering for working capital requirements and other general corporate purposes.

The securities to be issued under the Offering will be offered by way of private placement in each of the provinces of Canada, and such other jurisdictions as may be determined by the Company, in each case, pursuant to applicable exemptions from the prospectus requirements under applicable securities laws.

The Offering is scheduled to close on or about the week of July 12, 2021, or such earlier or later date as agreed upon between the Company and the Agent (the "**Closing**") and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals including the approval of the Canadian Securities Exchange (the "**Exchange**"). The Units to be issued under the Offering will have a hold period of four months and one day from Closing.

In connection with the Offering, the Agent will receive an aggregate cash fee equal to 8.0% of the gross proceeds from the Offering, including in respect of any exercise of the Over-Allotment Option. In addition, the Company will grant the Agent, on date of Closing, non-transferable compensation options (the "**Compensation Options**") equal to 8.0% of the total number of Units sold under the Offering (including in respect of any exercise of the Over-Allotment Option). Each Compensation Option will entitle the holder thereof to purchase one Unit at an exercise price equal to the Offering Price for a period of 24 months following the Closing.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws, and accordingly, may not be offered or sold within the United States except in compliance

with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom. This press release does not constitute an offer to sell or a solicitation to buy any securities in any jurisdiction.

Solvbl Solutions Inc.

SoLVBL is an innovative cybersecurity company. The Company's mission is to empower, better, faster decisions by developing a universal standard for establishing digital record authenticity. The lead product Q by SoLVBL™, is a proprietary software of the Company, designed to be easy to use and adopt, economically priced and provide digital record authentication at lightning fast speed. Q by SoLVBL™ allows organizations to establish trust in their data. The Company is currently pursuing the following verticals: chain of custody for digital evidence; including, NG-911, data used in the financial sector, medical applications and critical IoT infrastructures.

For Further Information, Contact:

SoLVBL Solutions Inc.

Raymond Pomroy, CEO
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Toronto, Ontario, M5C2E3
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Cautionary Note Regarding Forward-looking Information

The CSE has neither approved nor disapproved the contents of this press release.

NEITHER THE CSE NOR ITS MARKET REGULATOR (AS THAT TERM IS DEFINED IN THE POLICIES OF THE CSE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE. CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION: *This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: the ability of the Company to successfully achieve its business objectives, including, the implementation and success of Q by SoLVBL™, and expectations for other economic, business and/or competitive, factors. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, SoLVBL assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.*

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities

Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.