

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1 Name and Address of Company**

Nerds On Site Inc. (**NOS** or the **Company**)  
131 Wharncliffe Road South  
London, ON  
N6J 2K4

**Item 2 Date of Material Change**

November 26, 2018 and November 28, 2018.

**Item 3 News Release**

News releases disclosing in detail the material summarized in this material change report were disseminated on November 26, 2018 and November 28, 2018 through the services of Newswire.ca.

**Item 4 Summary of Material Change**

On November 26, 2018, the Company announced that it had completed its initial public offering ("**IPO**") of 13,519,830 units ("**Units**"), each Unit consisting of one common share in the capital of the Company ("**Common Shares**") and one half of one Common Share purchase warrant, at a price of \$0.35 per Unit, for gross proceeds of \$4,731,940.50. The Common Shares are listed on the Canadian Securities Exchange ("**CSE**") under the symbol NERD and began trading on November 28, 2018 at the opening of the market.

Pursuant to the agency agreement dated August 30, 2018, Canaccord Genuity Corp. acted as agent (the "**Agent**") for the IPO. The Company paid to the Agent an aggregate cash commission of \$378,555.24. In addition, the Company granted the Agent and its sub-agents non-transferable options entitling the Agent and its sub-agents to purchase a total of 1,081,586 Units at a price of \$0.35 per Units until November 28, 2020. In connection with closing of the IPO, the Agent also received a corporate finance fee of \$40,000.00.

In addition, Nerds On Site Holdings Ltd. ("**NOS Holdings**") announced that it holds an aggregate of 39,000,000 Common Shares, representing approximately 52.7% of the issued and outstanding common shares of the Company, immediately after the IPO, on an undiluted basis. The Common Shares were acquired by NOS Holdings prior to the IPO and it holds no other convertible securities. The Securities held by NOS Holdings are subject to an Escrow Agreement in accordance with National Policy 46-201 — Escrow for Initial Public Offerings. A copy of the early warning report filed by NOS Holdings is available on SEDAR under the Company's profile.

**Item 5.1 Full Description of Material Change**

See attached news releases.

**Item 5.2 Disclosure for Restructuring Transaction**

Not applicable.

**Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7 Omitted Information**

None.

**Item 8 Executive Officer**

For further information, contact Mr. Charles Regan, Chief Executive Officer, by telephone at (519) 944-2441.

**Item 9 Date of Report**

December 6, 2018

***Forward-Looking Statements***

Certain information set forth in this material change report may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, statements regarding future financial position, business strategy, use of proceeds, corporate vision, proposed acquisitions, partnerships, joint-ventures and strategic alliances and co-operations, budgets, cost and plans and objectives of or involving the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.



# Nerds On Site Inc. Announces Closing of Initial Public Offering

TORONTO, Nov. 26, 2018 /CNW/ - Nerds on Site Inc. (the "Company") (CSE:NERD), a mobile IT solutions company servicing the SME marketplace, is pleased to announce that it has completed its initial public offering of 13,519,830 units, each unit consisting of a common share and a half warrant, at a price of \$0.35 per unit, for gross proceeds of \$4.73 million. The shares are listed on the Canadian Securities Exchange (CSE) under the symbol NERD and will begin trading on Nov 28<sup>th</sup> at the opening of the market. The financing was successfully led and completed by Canaccord Genuity, syndicated with Mackie Research, Haywood Securities and PI Financial.

Nerds on Site is thankful to listing working group for doing such a spectacular job running and completing the IPO. It extends special thanks to Canaccord Genuity, Stadnyk and Partners, Norton Rose Fulbright LLP, Mcleod Law LLP, and MNP LLP. The company would also like to thank Dankanych Law Group, Go Capital Inc. and all of its shareholders for their ongoing support.

A detailed listing statement has been filed on [www.sedar.com](http://www.sedar.com) and on the CSE website.

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**For further information:** please visit [investors.nerdsonsite.com](http://investors.nerdsonsite.com), call 1-877-778-2335, or email

IR@nerdsonsite.com. Or contact: Eugene Konarev, Director, Nerds On Site Inc, Ph: 416.562.6030

CO: Nerds On Site Inc.

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# Nerds on Site Inc. Announces Commencement of Trading on the CSE

TORONTO, Nov. 28, 2018 /CNW/ - Nerds on Site Inc. (the "Company") (CSE:NERD), a mobile IT solutions company servicing the SME marketplace, is pleased to announce that after successfully closing the IPO on Monday Nov 26, 2018, Company's shares commenced trading on the Canadian Securities Exchange (CSE) as of market opening this morning.

"This is a major milestone for the company but also a first step in a series of planned steps in growing the size and foot print of Nerds on Site in Canada and United States", says Charlie Regan, CEO.

With a lean and scalable business model which does not require the traditional "brick and mortar" approach, the Company is well-positioned to quickly penetrate the highly fragmented IT service marketplace in the U.S., valued at over \$360 billion USD annually.

Nerds on Site is primarily targeting the small and medium-sized business marketplace, which currently does not have a clear national leader in the U.S. Even though there are many good regional players, there is a strong opportunity for an organization to step in and claim ownership of the SME space on a truly national level. Nerds On Site has achieved this in Canada and intends to replicate its success in the U.S. as well.

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CO: Nerds On Site Inc.

CNW 08:00e 28-NOV-18



# Nerds On Site Holdings Ltd. Announces Share Holdings of Nerds On Site Inc.

TORONTO, Nov. 28, 2018 /CNW/ - In relation to the news releases Dated November 26, 2018 and November 28, 2018 issued by Nerds On Site Inc. (the "**Company**") (CSE:NERD) regarding the initial public offering of the common shares ("**Common Shares**") of the Company, the Company, in coordination with Nerds On Site Holdings Ltd. ("**NOS Holdings**") is issuing this news release under the early warning provisions of the Canadian securities legislation.

NOS Holdings, a holding company incorporated in Ontario, whose head office is located at 131 Wharncliffe Road South London, ON, N6J 2K4, announces that it holds an aggregate of 39,000,000 Common Shares, representing approximately 52.7% of the Common Shares on an undiluted basis, and 37.9% of the Common Shares on a fully diluted basis. The Common Shares were acquired by NOS Holdings prior to the IPO and it holds no other convertible securities.

The Common Shares held by NOS Holdings are subject to an escrow agreement (the "**Escrow Agreement**") in accordance with National Policy 46-201 — Escrow for Initial Public Offerings. Upon release of the Securities from escrow pursuant to the terms of the Escrow Agreement, NOS Holdings may dispose of the Common Shares in accordance with applicable securities laws. NOS Holdings may, from time to time and at any time, acquire additional shares and/or other equity, debt or other securities or instruments of the Company in the open market or otherwise, and reserve the right to dispose of any or all of its Common Shares in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the Common Shares, the whole depending on market conditions, the business and prospects of the Company and other relevant factors, including compliance with applicable securities laws. A copy of the early warning report to be filed by NOS Holdings will be available on SEDAR under the Company's profile, or from Charlie Regan, Chief Executive Officer of HOS Holdings, who can be reached by email at [charlie@nerdsonsite.com](mailto:charlie@nerdsonsite.com), or by phone at (519) 944-2441.

Forward-Looking Statements - Certain information set forth in this material may contain forward-looking statements that involve substantial known and unknown risks and uncertainties. All statements other than statements of historical fact are forward-looking statements, including, without limitation, NOS Holdings potential dealings with its Common Shares. Such forward-looking information reflects management's current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "predicts", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information.

These forward-looking statements are subject to numerous risks and uncertainties, certain of which are beyond the control of the Company including, but not limited to, the impact of general economic conditions, industry conditions and dependence upon regulatory approvals. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and, as such, undue reliance should not be placed on forward-looking statements. The Company does not assume any obligation to update or

revise its forward-looking statements, whether as a result of new information, future events, or otherwise, except as required by securities laws.

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