

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Foreshore Exploration Partners Corp. (the "**Company**")
Suite 800-1199 West Hastings Street
Vancouver, B.C. V6C 3T5

Item 2 Date of Material Change

June 7, 2018

Item 3 News Release

A news release was disseminated on November 2, 2017 through the facilities of Newswire.

Item 4 Summary of Material Change

The Company has entered into a binding letter agreement dated June 7, 2018 with POSaBIT, Inc. ("**POSaBIT**") whereby the Company will acquire all of the issued and outstanding securities of POSaBIT (the "**Transaction**"), which will constitute that Company's qualifying transaction pursuant to the policies of the TSX Venture Exchange ("**TSXV**").

Item 5 Full Description of Material Change

On June 7, 2018 the Company entered in a binding letter agreement with POSaBIT in respect of the Transaction.

Pursuant to the Transaction, the Company will issue common shares ("**Foreshore Shares**") to the holders of common shares in the capital of POSaBIT ("**POSaBIT Shares**") on the basis of approximately 1.7540 Foreshore Shares for each POSaBIT Share. It is anticipated that approximately 68.0 million Foreshore Shares will be issued pursuant to the Transaction based on the current capital structure of POSaBIT. The Transaction is an arm's length transaction. Upon the completion of the Transaction, it is expected that POSaBIT will become a wholly-owned subsidiary of the Company (the "**Resulting Issuer**").

The Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreement with respect to the Transaction on or before July 31, 2018, the completion of satisfactory due diligence investigations, the completion of a private placements by POSaBIT, as further described below, and the approval of the TSXV and other applicable regulatory authorities.

POSaBIT is incorporated under the laws of the State of Washington and is a financial technology and services company, with a fully integrated point of sale plus payment solution for cash-only industries. POSaBIT allows consumers to acquire cryptocurrencies at the point of sale and then use this currency to make purchases – either in the store or any place that accepts cryptocurrencies. This system has been deployed in over 50 state-licensed cannabis stores in Washington State, California, Colorado and Nevada.

As of March 31, 2018, POSaBIT had approximately US \$818,649 in assets, and liabilities of approximately US \$592,924 and nearly \$1M in revenues through April 2018 (unaudited).

Ryan Hamlin, of Redmond, Washington, the Chief Executive Officer of POSaBIT, holds 6,068,284 POSaBIT Shares, representing 13.14% of the outstanding POSaBIT Shares.

All of the current members of the Company board of directors will resign and the following individuals will be appointed as management and directors of the Resulting Issuer:

- Ryan Hamlin, Chief Executive Officer and Director
- Jon Baugher, Chief Research Officer and Director
- Andrew Sweet, Chief Technology Officer
- Jeff Dosset, Chairman and Director
- Michael Marquette, Director
- Paul Fiore, Director

Pursuant to the letter agreement, it is a condition of the Transaction that POSaBIT completes certain private placements (the “**Private Placements**”) of up to 833,333 POSaBIT Shares and up to 8,333,333 subscription receipts of POSaBIT (the “**Subscription Receipts**”) at a price of \$0.60 per POSaBIT Share or Subscription Receipt, as the case may be, (the “**Issue Price**”) for aggregate gross proceeds to POSaBIT of up to \$5,500,000.

POSaBIT intends to use the net proceeds of the Private Placements to fund the Transaction, to develop its business and for working capital and general corporate purposes.

Each Subscription Receipt will be deemed to be exercised, without payment of any additional consideration and without further action on the part of the holder thereof, for one POSaBIT Share upon satisfaction of certain conditions to be set forth in a subscription receipt agreement to be entered into in respect of the Subscription Receipts, including confirmation from POSaBIT and the Company that all other conditions for the completion of the Transaction have been satisfied or waived.

Finder’s fees may be payable in connection with the Transaction or Private Placements.

The POSaBIT Shares issued in the Private Placements, including pursuant to the conversion of the Subscription Receipts, will be acquired by the Company pursuant to the Transaction on the same terms as the other outstanding securities of POSaBIT, being on the basis of approximately 1.7540 Foreshore Shares issuable for each POSaBIT Share

Upon completion of the Transaction, the Company intends to change its name to "POSaBIT Corporation" or such other name as POSaBIT and the Company may determine, and the parties expect that the TSX-V will assign a new trading symbol for the Resulting Issuer.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Chris Beltgens is knowledgeable about the material change and the Report and may be contacted (604) 347-9535

Item 9 Date of Report

June 13, 2018