

FORM 51-102F4
Material Change Report

Item 1 Name and Address of Company

Spacefy Inc. (the “**Company**”).
Suite 300, 110 Spadina Rd, Toronto, ON M5V 2K4

Item 2 Date of Material Change

November 28, 2018

Item 3 New Release

On November 29, 2018, a news release was disseminated through the newswire services of Newsfile Corp. Newswire and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company closed its initial public offering (the “**IPO**”) of 13,350,000 units (“**Units**”) of the Company at a price of CDN\$0.15 per Unit (the “**Offering Price**”), for aggregate gross proceeds to the Company of CDN\$2,002,500, on November 28, 2018. The Offering was brokered on a best-efforts agency basis by Leede Jones Gable Inc. (the “**Agent**”).

Item 5 Full Description of Material Change

On November 28, 2018 the Company completed its IPO of 13,350,000 Units at the Offering Price for gross proceeds of \$2,002,500. Each Unit consisted of one common share in the capital of the Company (each a “**Share**”) and one warrant (each a “**Warrant**”). Each Warrant is exercisable into one Share at a price of \$0.40 per Share until November 28, 2020. The Shares were listed on the Canadian Securities Exchange effective November 28, 2018 and commenced trading on November 29, 2018, under the symbol SPFY. The Agent received a corporate finance fee of \$30,000 and, along with members of its selling syndicate, a total cash commission of 9% of the gross proceeds of the IPO and a total of 1,201,500 non-transferrable warrants (each an “**Agent’s Warrant**”) calculated as a total of 9% of the number of Units sold. Each Agent’s Warrant entitles the holder to purchase one Share at a price of \$0.15 per Share for a period of twenty-four (24) months from the date of issuance until November 28, 2020. The Company plans to use the net proceeds from the IPO to fund the Company’s growth strategies, which may include general and administrative functions.

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

Judeh Siwady, the Chief Executive Officer of the Company, is knowledgeable about the material change and this report. His business telephone number is 1-844-277-2233.

Item 9 Date of Report

December 7, 2018