

**FORM 51-102F3
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

January 16, 2019 for appointment of Chief Operating Officer and January 21, 2019 for appointment of new Chairman of the Board of Directors.

Item 3 News Release

The news release for the appointment of the Chief Operating Officer was disseminated through Newsfile on January 16, 2019 and the news release for the appointment of the new Chairman of the Board of Directors was disseminated through Newsfile on January 24, 2019.

Item 4 Summary of Material Change

The Company announced that it has appointed Judeh Siwady as its Chief Operating Officer and announced that it has appointed Michael Bradley as its new Chairman of the Board of Directors to replace Bradley Scharfe who resigned from that position.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has appointed Judeh Siwady as its Chief Operating Officer, adding this position to his current position as President and as a director of the Company. Judeh also holds the non-executive position as Vice President of Marketing.

The Company also announced that current board member and co-founder Michael Bradley has been appointed Chairman of Spacefy's Board of Directors, effective January 21, 2019. Michael Bradley succeeds investor and capital markets expert Brad Scharfe who has chaired Spacefy's board since May 2015.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Russ Patterson, Chief Executive Officer, 647.203.8793

Item 9 Date of Report

February 4, 2019