

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 – Name and Address of Company:**

Crystal Bridge Enterprises Inc. (the “**Company**”)  
c/o 439 Helmcken Street  
Vancouver, BC  
V6B 2E6

**Item 2 – Date of Material Change:**

November 2, 2018

**Item 3 – News Release:**

The Company disseminated a news release through the facilities of GlobeNewswire on November 5, 2018.

**Item 4 – Summary of Material Change:**

The Company closed its previously announced brokered private placement financing of 3,200,000 common shares (the “**Common Shares**”) at a price of \$0.11 per share for aggregate gross proceeds of \$352,000 (the “**Offering**”).

**Item 5 – Full Description of Material Change:**

**5.1 Full Description of Material Change**

The Company closed the Offering. The Company intends to use the net proceeds for general working capital. The Common Shares will be subject to a statutory hold period until March 3, 2019 in accordance with applicable securities laws. The Offering remains subject to the final approval of the TSX Venture Exchange.

Haywood Securities Inc. (“**Haywood**”) acted as agent in connection with the Offering pursuant to an agency agreement dated November 2, 2018 (the “**Agency Agreement**”). Under the terms of the Agency Agreement, Haywood received a cash fee equal to 8.0% of the gross proceeds of the Offering.

The Company is a capital pool company pursuant to Policy 2.4 of the Exchange (the “**CPC Policy**”). Except as specifically contemplated in the CPC Policy, until the completion of its “**Qualifying Transaction**” (as defined in the CPC Policy), the Company will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed Qualifying Transaction. Investors are cautioned that trading in the securities of a capital pool company is considered highly speculative.

**5.2 Disclosure for Restructuring Transactions**

Not applicable

**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:**

For further information, please contact:  
Rajeev (Rob) Bakshi, President and CEO  
Tel: 604-761-2100

**Item 9 – Date of Report:**

November 13, 2018

**The TSX Venture Exchange has neither approved nor disapproved the contents of this material change report. Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this material change report.**

This material change report contains certain statements or disclosures relating to the Company that are based on the expectations of its management as well as assumptions made by and information currently available to the Company which may constitute forward-looking statements or information (“**forward-looking statements**”) under applicable securities laws. In particular, but without limiting the foregoing, this material change report contains forward-looking statements pertaining to the use of proceeds of the Offering. The forward-looking statements contained in this material change report reflect several material factors and expectations and assumptions of the Company including, without limitation that the Company will continue to conduct its operations in a manner consistent with past operations; and certain cost assumptions. The Company believes the material factors, expectations and assumptions reflected in the forward-looking statements are reasonable at this time but no assurance can be given that these factors, expectations and assumptions will prove to be correct. The forward-looking statements included in this material change report are not guarantees of future performance and should not be unduly relied upon. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The forward-looking statements contained in this material change report are made as of the date hereof and the Company undertakes no obligations to update publicly or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

This material change report does not constitute an offer to sell or solicitation of an offer to sell any of the securities in the United States. The securities 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 may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.