

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 **Name and Address of Company**

1246773 B.C. Ltd. (“773BC” or the “Corporation”)
1200 Waterfront Centre, 200 Burrard Street
Vancouver, British Columbia V6C 3L6.

Item 2 **Date of Material Change**

The material change occurred effective October 30, 2020.

Item 3 **News Release**

A press release relating to the material change described herein was disseminated on November 2, 2020 via The Newsfile Corp.

Item 4 **Summary of Material Changes**

On October 30, 2020, the Corporation completed its non-brokered private placement of 3,150,000 common shares of the Corporation (“Common Shares”) at a price of \$0.05 per share for gross proceeds of \$157,500.

Item 5 **Full Description of Material Change**

5.1 **Full Description of Material Change**

The Corporation closed its non-brokered private placement of 3,150,000 common shares in the capital of the Corporation at a purchase price of \$0.05 per Common Share for gross proceeds of \$157,500 (the “Offering”). The gross proceeds of the Offering will be used for general working capital.

No commission, finder’s fee or similar payments (whether in the form of cash, securities or an interest in assets) were paid by the Corporation in connection with the Offering. The Common Shares issued in connection with the Offering are subject to a statutory hold period of four months plus one day from the date of completion of the Offering, in accordance with applicable securities legislation.

In connection with closing of the Offering, 1,000,000 Common Shares were issued to related parties of the Corporation (as such term is defined in Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The participation of the related parties in the Offering constitutes a “related party transaction” within the meaning of MI 61-101. The Corporation is relying upon exemptions from the formal valuation and minority approval requirements of MI 61-101 based on a determination that the fair market value of the Offering is not more than \$2,500,000 and the fact the Corporation is not listed on a specified market set out in section 5.5(b) of MI 61-101. The Corporation was not in a position to file a material change report more than 21 days in advance of the closing of the Offering, as the participation of the related party was not confirmed at that time.

The Offering was approved by the Corporation’s board of directors by means of a unanimous resolution. In connection with the closing of the Offering, Medalist Capital Ltd. subscribed for 475,000 Common Shares (15.08% of the Common Shares issued under the Offering), Delbrook Capital Advisors Inc. subscribed for 475,000 Common Shares (15.08% of the Common Shares issued under the Offering) and 2597734 Ontario Limited, a company controlled by James Ward, the Chief Executive Officer of the Corporation, subscribed for 50,000 Common Shares (1.59% of the Common Shares issued under the Offering).

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

James Ward
Chief Executive Officer
(416) 897-2359
james@wardfinancial.ca

Item 9 Date of Report

This report is dated November 2, 2020.