

**MATERIAL CHANGE REPORT**

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

Jessy Ventures Corp. (the “**Company**”)  
605 – 815 Hornby Street  
Vancouver, B.C. V6Z 2E6

**Item 2: Date of Material Change**

October 8, 2019.

**Item 3: News Release**

The news release was disseminated on October 8, 2019 through a newswire distribution service and filed on SEDAR.

**Item 4: Summary of Material Change**

The Company completed its initial public offering (the “**IPO**”), with Leede Jones Gable Inc. (the “**Agent**”) acting as exclusive agent in respect of the IPO, in which it distributed 2,000,000 common shares at a price of \$0.10 per common share, for aggregate gross proceeds of \$200,000, pursuant to the long form prospectus dated August 19, 2019.

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

*5.1 Full Description of Material Change*

See attached as Schedule “A”, the news release dated October 8, 2019 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

*5.2 Disclosure for Restructuring Transaction*

N/A.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A.

**Item 7: Omitted Information**

N/A.

**Item 8: Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Tak Tsan (Simon) Tso, Chief Financial Officer & Director  
Tel: 604 721 9191  
Email: [simon@zeuscapital.ca](mailto:simon@zeuscapital.ca)

**Item 9: Date of Report**

October 8, 2019

## SCHEDULE “A”

### JESSY VENTURES CORP. COMPLETES IPO AND ANNOUNCES LISTING ON THE TSX VENTURE EXCHANGE

**Vancouver, British Columbia – October 8, 2019:** Jessy Ventures Corp. (the “**Company**”) is pleased to announce that the Company completed its initial public offering (“**IPO**”) of 2,000,000 common shares of the Company (“**Shares**”) at a price of \$0.10 per Share for aggregate gross proceeds of \$200,000. The Shares were listed on October 8, 2019 on the TSX Venture Exchange (the “**Exchange**”) and are expected to commence trading on the Exchange on or about October 10, 2019 under the trading symbol “SARG.P”.

Leede Jones Gable Inc. (the “**Agent**”) acted as exclusive agent in respect of the IPO on a commercially reasonable efforts basis. Pursuant to the IPO, the Agent received a cash commission of \$20,000 and an aggregate of 200,000 non-transferable warrants entitling the Agent and members of its selling group to purchase 200,000 Shares at \$0.10 per Share at any time until October 8, 2021. The Agent also received a corporate finance fee of \$10,000.

The Company is a capital pool company within the meaning of the policies of the Exchange. The Company has not commenced operations and has no assets other than cash. The Company will use the net proceeds of the Offering to identify and evaluate potential Qualifying Transactions pursuant to the policies of the Exchange.

Additional information on the Company can be found in the Company’s long form prospectus dated August 19, 2019 as filed on SEDAR at [www.sedar.com](http://www.sedar.com) (the “**Prospectus**”).

#### **Contact Information**

Tak Tsan (Simon) Tso, Chief Financial Officer & Director

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Email: [simon@zeuscapital.ca](mailto:simon@zeuscapital.ca)

This press release includes “forward-looking information” that is subject to a few assumptions, risks and uncertainties, many of which are beyond the control of the Company. Statements regarding listing of the Company’s common shares on the TSX Venture Exchange are subject to all of the risks and uncertainties normally incident to such events. Investors are cautioned that any such statements are not guarantees of future events and that actual events or developments may differ materially from those projected in the forward-looking statements. Such forward-looking statements represent management’s best judgment based on information currently available

*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 release.*