

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Jessy Ventures Corp. (the "Company")  
#605 – 815 Hornby Street  
Vancouver, BC, V6Z 2E6

2. Date of Material Change

August 24, 2021.

3. News Release

A news release was issued and disseminated on August 24, 2021 through a newswire distribution service and filed on SEDAR. A copy of the news release is attached hereto as Schedule "A".

4. Summary of Material Change

The Company closed a private placement (the "**Private Placement**") consisting of 2,718,332 common shares (the "**Shares**") at a price of \$0.09 per Share for aggregate gross proceeds of \$244,650.

5. Full Description of Material Change

5.1 Full Description of Material Change:

A news release was issued and disseminated on August 24, 2021 through a newswire distribution service and filed on SEDAR. A copy of the news release is attached hereto as Schedule "A".

500,000 Shares were issued to two (2) insiders of the Company pursuant to the Private Placement (the "**Insider Placees**"). This issuance of securities constitutes a "related party transaction" with the Company under applicable securities regulatory rules and policies. The Insider Placees and their common share positions before and after completion of the Private Placement are as follows:

Insider Placee	Common Shares Owned Prior to the Private Placement	Common Shares Acquired under the Private Placement	Common Shares Owned After the Private Placement	Percentage of Common Shares After the Private Placement <sup>(1)</sup>
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David Weinkauff	260,000	150,000	410,000	6.1%
Anthony Zelen	560,000	350,000 <sup>(2)</sup>	910,000	13.5%

Notes:

- (1) Based on issued and outstanding common shares on an undiluted basis after completion of the Private Placement.
- (2) The Shares were acquired by Zelen Consulting Inc., a company owned and controlled by Anthony Zelen.

The Insider Placees that participated in the Private Placement did so in order to assist the Company in raising the required funds to pursue its business objectives and for investment purposes. The Insider Placees' subscriptions contributed \$45,000 of gross proceeds to the Company under the Private Placement. The Insider Placees entered into subscription agreements with the Company that contain customary terms and in the same form that was entered into by other subscribers under the Private Placement.

The Insider Placees' participation in the Private Placement constitutes "related party transactions" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The issuances of the securities to the Insider Placees are exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 pursuant to subsections 5.5(b) and 5.7(1)(a) as the Company's common shares are not listed on a specified market and the fair market value of these securities do not exceed 25% of the Company's market capitalization.

## **5.2 Disclosure for Restructuring Transactions:**

Not applicable.

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

Not applicable.

## **7. Omitted Information**

Not applicable.

## **8. Executive Officer**

The name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this material change report is:

Anthony Zelen  
CEO and Director  
Tel: 778-338-5258

## **9. Date of Report**

August 25, 2021.

## Schedule "A"

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### JESSY VENTURES CORP. CLOSES PRIVATE PLACEMENT

**News Release - Vancouver, British Columbia – August 24, 2021:** Jessy Ventures Corp. (TSXV.P: SARG) (the “**Company**”) announces that that further to its news release on May 27, 2021, it has closed a non-brokered private placement of 2,718,332 common shares (“**Shares**”) at a price of \$0.09 per Share for gross proceeds of \$244,650 (the “**Private Placement**”).

All Shares issued pursuant to the Private Placement are subject to a four month hold period from the closing date in accordance with applicable securities laws. The Company did not pay finder fees or commissions in connection with the Private Placement.

A portion of the Private Placement constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) as 500,000 Shares were issued to two (2) directors of the Company pursuant to the Private Placement. The issuance of the securities to the insiders of the Company are exempt from the formal valuation and minority shareholder approval requirements under MI 61-101 pursuant to subsections 5.5(b) and 5.7(1)(a) as the Company’s common shares are not listed on a specified market and the fair market value of these securities will not exceed 25% of the Company’s market capitalization.

The proceeds of the Private Placement will be used for general working capital and to identify and complete a ‘Qualifying Transaction’ pursuant to TSX Venture Exchange Policy 2.4 – *Capital Pool Companies*.

#### Contact Information

Anthony Zelen, CEO and Director  
Tel: 778-388-5258

*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.*

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”) or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

#### Forward-Looking Information

This news release contains “forward-looking information or statements” within the meaning of applicable securities laws, which may include, without limitation, statements that address the private placement, use of proceeds, and other matters. All statements in this news release, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, the ability to achieve its goals, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed and on reasonable terms. There is no assurance that a Qualifying Transaction will be completed. The Company does not undertake to update forward-looking statements or forward-looking information, except as required by law.