

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1            Name and Address of Company**

Deal Pro Capital Corporation  
Suite 2100 – 40 King Street West  
Toronto, ON M5H 3C2

**Item 2            Date of Material Change**

October 22, 2021

**Item 3            News Release**

A news release was issued on October 27, 2021 and subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

Deal Pro Capital Corporation (the “Company” or “Deal Pro”) announced that it has completed an initial public offering (the “Offering”) pursuant to which it issued an aggregate of 2,507,000 common shares (“Common Shares”) at a price of \$0.10 per Common Share to raise aggregate gross proceeds of \$250,700 pursuant to a final prospectus dated August 27, 2021 (the “Prospectus”). Hampton Securities Limited (the “Agent”) acted as agent in the Offering, in connection with which it received a cash commission equal to 10% of the gross proceeds of the Offering and an administrative fee. In addition, an aggregate of 250,700 agent’s warrants were issued to the Agent and its selling group, each such agent’s warrant entitling the holder to acquire one Common Share at an exercise price of \$0.10 expiring 24 months from the date that the Common Shares are listed on the TSX Venture Exchange (the “TSXV”).

**Item 5            Full Description of Material Change**

Deal Pro announced that it has completed the Offering pursuant to which it issued an aggregate of 2,507,000 Common Shares a price of \$0.10 per Common Share to raise aggregate gross proceeds of \$250,700 pursuant to the Prospectus. The Agent acted as agent in the Offering, in connection with which it received a cash commission equal to 10% of the gross proceeds of the Offering and an administrative fee. In addition, an aggregate of 250,700 agent’s warrants were issued to the Agent and its selling group, each such agent’s warrant entitling the holder to acquire one Common Share at an exercise price of \$0.10 expiring 24 months from the date that the Common Shares are listed on the TSXV.

At the closing of the Offering, the Company also granted stock options (the “Options”) to directors of the Company to acquire up to an aggregate of 250,700 Common Shares. Each Option is exercisable to acquire one Common Share at a price of \$0.10 any time prior to October 22, 2031.

Following completion of the Offering, the Company has 8,207,001 Common Shares issued and outstanding, 2,507,000 of which are subject to escrow restrictions as disclosed in the Prospectus. The TSXV has accepted the Company’s listing application and the Common

Shares resumed trading on the TSXV at the opening of business on Thursday, October 28, 2021, under the symbol "DPCC.P".

**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**

Harold Wolkin, Director, Chief Executive Officer and Chief Financial Officer

harold.wolkin@sympatico.ca

**Item 9            Date of Report**

November 8, 2021