

**MARTELLO TECHNOLOGIES GROUP INC.**  
390 March Rd., Suite 110  
Ottawa, Ontario  
K2K 0G7

**MATERIAL CHANGE REPORT**

December 21, 2018

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

The name of the reporting issuer is Martello Technologies Group Inc. (the “**Issuer**” or “**Martello**”). Its head office is located at 390 March Rd., Suite 110 Ottawa, Ontario K2K 0G7.

**Item 2.**                    **Date of Material Changes**

The material change occurred on December 14, 2018.

**Item 3.**                    **News Releases**

The Issuer disseminated a News Release via Canada Newswire (Cision) on December 19, 2018 and filed the News Releases on SEDAR on December 19, 2018.

**Item 4.**                    **Summary of Material Changes**

The Issuer announced an agreement with Oak Hill Financial, to provide investor relations services for a three-month period beginning December 14<sup>th</sup>, 2018.

**Item 5.**                    **Full Description of Material Changes**

The three-month agreement with Oak Hill includes Canadian investor relations advisory activities such as booking and preparing Martello management for roadshows and introducing potential investors to Martello. The services will be principally provided by Jonathan Robinson and Ron Shuttleworth, both Partners at Oak Hill Financial. The total cost of these activities over the term of this agreement is \$30,000. Oak Hill Financial is located at 181 Bay Street, Suite 1030 in Toronto, and is owned by its two founders, Anil Singh and Marc Raffoul. There are no other shareholders. Oak Hill Financial and Martello are not related parties and operate at arm's length. Oak Hill does not have interest in Martello's securities, directly or indirectly, or any right or intent to acquire such an interest.

**Items 6 and 7.**            **Reliance on Subsection 7.1(2) of National Instrument 51-102 and Omitted Information**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report nor is any information being omitted in reliance thereon.

**Item 8.**                    **Executive Officers**

For further information, please contact John Proctor, President and Chief Executive Officer of the Issuer, at 613-271-5989.

**Item 9.**                    **Date of Report**

Dated this 21st day of December, 2018.