

**Form 51-102 F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Pool Safe Inc. (formerly Pounder Venture Capital Corp.) (the “**Corporation**”)  
Unit 14, 401 Magnetic Drive  
North York, Ontario, M3J 3H9

**Item 2 Date of Material Change**

December 19, 2018

**Item 3 News Release**

The news release was disseminated via Stockwatch on December 19, 2018.

**Item 4 Summary of Material Change**

The Board of Directors of Pool Safe Inc. (“**Pool Safe**” or the “**Company**”) approved the grant of 650,000 stock options to purchase common shares of the Company to a certain director as well as to a consultant of the Company.

**Item 5 Full Description of Material Change**

See attached Schedule A.

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

This report is not being filed on a confidential basis.

**Item 7 Omitted Information**

No significant facts have been omitted from this Material Change Report.

**Item 8 Executive Officer**

For further information, please contact:

Steven Glaser, C.O.O.  
T: 416-630-2444  
E: [sglaser@poolsafeinc.com](mailto:sglaser@poolsafeinc.com)

**Item 9 Date of Report**

This report is dated December 20, 2018.

**Schedule A**  
**NEWS RELEASE**

## **Pool Safe Inc. Announces Grant of Stock Options**

Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.

TORONTO, December 19, 2018 / - The Board of Directors of Pool Safe Inc. ("**Pool Safe**" or the "**Company**") has approved the grant of 650,000 stock options to purchase common shares of the Company to a certain director as well as to a consultant of the Company. The options were issued with an exercise price of \$0.11 per common share. The options granted to the Company's director have a term of five years, and will vest over a two-year period, with one-third (1/3) vesting immediately, and a further one-third (1/3) vesting on the first and second anniversary of the date of issuance. The options granted to the consultant have a term of two years, and will vest over a one-year period, with one-fourth (1/4) vesting immediately, and a further one-fourth (1/4) vesting each quarter thereafter. The issuance of the options is subject to all necessary approvals by the TSX Venture Exchange.

### **About Pool Safe Inc.**

Pool Safe Inc. designs, develops and distributes a product known as the "Pool Safe", which functions as a multi-purpose personal poolside attendant. The Pool Safe is designed to provide safety, convenience and peace of mind for hotels, resorts, waterparks and cruise ship guests. Functions include: lockable safe, solar-powered charger for USB compatible electronic devices including phones, cameras and tablets in addition to beverage or server call-buttons, a beverage cooler and holders. Conveniently located alongside pool or beach lounge chairs, Pool Safe is a unique way of providing vacationers with a comforting sense of security for their belongings, while they enjoy their vacation. For more information please visit [www.poolsafeinc.com](http://www.poolsafeinc.com)

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.*

### **Cautionary Statements**

*Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Company's current belief or assumptions as to the outcome and timing of such future events. The forward looking information contained in this release is made as of the date hereof and the Company is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.*

### **SOURCE: Pool Safe Inc.**

*For further information:*

#### **Pool Safe Inc.**

Steven Glaser, C.O.O.

T: 416-630-2444

E: [sglaser@poolsafeinc.com](mailto:sglaser@poolsafeinc.com)