

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

Pond Technologies Holdings Inc. (“**Pond**”)
250 Shields Court, Unit 8
Markham, Ontario
L3R 9W2

Item 2 Date of Material Change

November 22, 2019

Item 3 News Release

On November 22, 2019, a news release in respect of the material change was disseminated on Pond’s SEDAR profile at www.sedar.com and through the Cision newswire service.

Item 4 Summary of Material Change

On November 22, 2019, Pond (TSX.V: POND) received a loan (the “**Loan**”) in the principal amount of \$2,000,000 from Georgian Villas Inc., an entity controlled by one of Pond’s directors, Mr. Robert McLeese.

The Loan is evidenced by a promissory note, matures on November 15, 2021, bears interest at 12% per annum, payable quarterly, is convertible, at the option of the lender, into common shares of Pond after the first anniversary date of the Loan at a conversion price of \$1.00 per share, and, pursuant to a security agreement between Pond and the lender, is secured by a first priority interest over all of Pond’s present and after-acquired undertaking, property and assets, excluding any equity interests from time to time held by Pond, including of its subsidiaries. As consideration for agreeing to provide the Loan, the lender also received a cash fee equal to 4% (\$80,000) of the principal amount of the Loan.

Item 5 Full Description of Material Change

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Proceeds of the Loan will be used by Pond for a project to significantly expand the production capacity at its Agassiz, British Columbia, facility. The balance will be used for general working capital purposes.

Mr. McLeese currently beneficially owns or controls, indirectly, 1,076,899 (4.75%) of the issued and outstanding common shares of Pond. Assuming the full conversion of the Loan, Mr. McLeese would hold, indirectly, 3,076,899 (12.47%) of the issued and outstanding common shares of Pond.

The Loan transaction is a “related party transaction” under Multilateral Instrument 61-101 – *Take-Over Bids and Special Transactions* but is exempt from the formal valuation and majority of the minority shareholder approval requirements set forth therein as a result of the fair market value of the Loan not exceeding 25% of Pond’s market capitalization.

The Loan transaction was unanimously approved by the board of directors of Pond, with Mr. McLeese abstaining from voting thereon.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The executive officer of Pond who is knowledgeable about this material change and this report is Mr. Steven Martin, President and Chief Executive Officer.

Telephone: (416) 287-3834 ext. 201

Item 9 Date of Report

November 25, 2019