

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Credent Capital Corp.
20 Sixth Street
New Westminster, B.C.
V3L 2Y8

Item 2 Date of Material Change

December 24, 2020

Item 3 News Release

A news release dated December 24, 2020, disseminated by Accesswire.

Item 4 Summary of Material Change

The Issuer announces that it has entered into a binding agreement dated December 24, 2020 (the "Letter of Intent") with an arm's length, British Columbia based fantasy sports and Esports real-money gaming platform, Good Gamer Corp. (the "Target") to effect a business combination of the two companies (the "Proposed Transaction"). The Proposed Transaction will be a reverse takeover of the Company by the Target and its shareholders.

Item 5 Full Description of Material Change

See attached news release dated December 24, 2020

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A.

Item 7 Omitted Information

None

Item 8 Executive Officer

John A. Versfelt, President & CEO, Telephone: 604.527.8146

Item 9 Date of Report

Dated at New Westminster, British Columbia this December 24, 2020.

Signed: *“John A. Versfelt”*

John A. Versfelt, President & CEO

Credent Capital Announces Letter of Intent and Intention to Complete Its Qualifying Transaction with Good Gamer

VANCOUVER, December 24, 2020—**Credent Capital Corp.** (NEX: CDT.H) (the "**Company**") announces that it has entered into a binding agreement dated December 24, 2020 (the "**Letter of Intent**") with an arm's length, British Columbia based fantasy sports and Esports real-money gaming platform, Good Gamer Corp. (the "**Target**") to effect a business combination of the two companies (the "**Proposed Transaction**"). The Proposed Transaction will be a reverse takeover of the Company by the Target and its shareholders.

Overview of Credent Capital Corp.

The Company is a Capital Pool Company ("**CPC**") and intends the Proposed Transaction to constitute its Qualifying Transaction (the "**Qualifying Transaction**") under the policies of the TSX Venture Exchange (the "**Exchange**").

Overview of Good Gamer Corp.

Good Gamer is a private daily fantasy sports and Esports platform, incorporated in Vancouver, British Columbia with a subsidiary in India, Good Gamer India Private Limited. As India's first dual daily fantasy sports and Esports platform, Good Gamer offers fantasy cricket, soccer, and CS:GO. With over 100 million fantasy and real money gaming players in India, Good Gamer has seen exponential growth with over 450,000 registered players since its launch in September of 2020. With an experienced management team in real money gaming and Esports, Good Gamer has positioned itself as a market disruptor.

The board of directors and executives of Good Gamer are as follows:

Charlo Barbosa	-	Chief Executive Officer and Director
Zara Kanji	-	Chief Financial Officer
Howard Donaldson	-	Director
Adam Hudani	-	Director
Russ McMeekin	-	Director

In addition to being the Chief Executive Officer and a director of Good Gamer, Mr. Barbosa is a control person of Good Gamer.

The Transaction

It is currently anticipated that the Proposed Transaction will be effected by way of a three-cornered amalgamation, share exchange, merger, amalgamation, arrangement or other similar form of transaction as is acceptable to the parties.

On or immediately prior to the completion of the Proposed Transaction, it is anticipated that: (i) the Company will effect a name change to such name as may be determined by Target; and (ii) the Company will consolidate the issued and outstanding common shares in the capital of the Company (the "**Credent Shares**") on the basis of one "new" Credent Share for every five "old" Credent Shares issued and outstanding (the "**Consolidation**").

Pursuant to the Proposed Transaction, holders of the issued and outstanding common shares of the Target (the "**Target Shares**") will receive one Credent Share (as they exist on a post-Consolidation basis) for each Target Share held (the "**Exchange Ratio**"). It is anticipated that approximately 30,336,085 new Credent Shares will be issued under the Proposed Transaction. Pursuant to the Proposed Transaction, all existing securities convertible into Target Shares shall be exchanged, based on the Exchange Ratio, for similar securities to purchase Credent Shares on substantially similar terms and conditions.

There are currently an aggregate of 4,250,000 Credent Shares issued and outstanding. As a result of the Consolidation, there will be 850,000 Credent Shares issued and outstanding on a post-Consolidation basis.

The Company currently has \$139,000 in debt, which will be converted to "new" Credent Shares at a conversion price of \$0.40, resulting in 347,500 additional Credent Shares, post-Consolidation.

In conjunction with closing of the Proposed Transaction, Credent will also pay a finder's fee to an arm's length party of 1,000,000 post-consolidation Credent Shares and 1,000,000 share purchase warrants subject to Exchange approval.

The Proposed Transaction is subject to the entry into a definitive agreement, customary conditions set forth in such agreement, and acceptance of the TSX Venture Exchange.

Financing

In conjunction with closing of the Proposed Transaction, the Target plans to undertake a private placement financing of up to 8,750,000 subscription receipts (a “**Subscription Receipt**”) at \$0.40 per Subscription Receipt for total proceeds of \$3,500,000.

Each Subscription Receipt, prior to the closing of the Proposed Transaction, will automatically convert into one common share of the Target and one-half of one share purchase warrant of the Target (each a “**Target Warrant**”), with each whole Target Warrant exercisable into one common share of Target at an exercise price of \$1.00 per share for a period of two years (the “**Expiry Date**”), for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the Proposed Transaction and satisfaction or waiver of all conditions precedent to the Transaction as set out in the Definitive Agreement. The Expiry Date of the Target Warrants may be accelerated if the average closing price of the resulting issuer’s common shares is equal to or greater than \$1.65 per share.

The proceeds from the financing will be used to for the growth of the Target business and working capital purposes.

Arm's Length Transaction

The Proposed Transaction is an arm's length transaction in accordance with the policies of the Exchange and is not subject to the approval of the shareholders of the Company, except as may be required by applicable corporate law.

Sponsorship

Credent intends to apply for a waiver of the sponsorship requirements under the rules of the Exchange.

Financial Information of Good Gamer

The following summary financial information is derived from the unaudited financial statements of Good Gamer for the years ended December 31, 2019 and the period from inception on May 14, 2018 to December 31, 2018.

Good Gamer Corp. (Statement of Loss)	December 31, 2019 (Unaudited) (\$)	Inception to December 31, 2018 (Unaudited) (\$)
Revenue	3,421	-
Gross Profit	2,345	-
Operating Expenses	386,182	29,042
Net income (Loss)	(385,129)	(42,569)

Good Gamer Corp. (Balance Sheet)	December 31, 2019 (Unaudited) (\$)	Inception to December 31, 2018 (Unaudited) (\$)
Current Assets	106,420	43,736
Total assets	1,210,680	111,050
Current liabilities	414,189	153,619
Total liabilities	460,943	153,619
Shareholders’ Equity (deficit)	(749,737)	(42,569)

Resulting Issuer Board of Directors and Management

Upon completion of the transaction, it is anticipated that the board of directors of the resulting issuer will comprise of five individuals. As of the date of this news release, the following persons are anticipated to be the directors, officers and insiders of the resulting issuer following completion of the transaction:

Charlo Barbosa – Chairman, CEO and Director

Mr. Barbosa is a serial entrepreneur, investor, and advisor focusing on tech startups. With 24 years of internet marketing experience, he is considered a pioneer in the industry and a legend in the gaming industry after taking Poker.com public 20 years ago. Mr. Barbosa successfully raised \$4 million for Native Ads, of which he is the founder and COO, and has generated over \$100 million in revenue since the company was founded in 2014. Mr. Barbosa serves as a strategic advisor for several tech companies utilizing his expertise in building platforms and online marketing.

Howard Donaldson - Director

Mr. Donaldson was formerly CFO & Partner of Vanedge Capital and the Vice-President and CFO of Electronic Arts Canada, prior to which he was VP of Studio Operations at Disney Interactive. Mr. Donaldson also Co-founded Propaganda Games in 2005, which he later sold to Disney. Mr. Donaldson also served as President of DigiBC, the provincial industry association for Digital Media, from 2011 to 2015 and is a Director of AMPD Ventures (CNSX: AMPD).

Russ McMeekin - Director

Mr. McMeekin has over 25 years of experience in gaming & technology. He served as President, CEO and a member of the Board of Progressive Gaming International, a gaming technology company which was the first to be approved in Nevada for mobile and server based sports wagering as well as RFID embedded poker chips for tracking in casinos worldwide. He also served as a member of the board of the American Gaming Association and the Canadian Gaming Association. In addition, he also currently serves as the CEO, President and co-founder of TSX Venture Exchange listed mCloud Technologies Corp. He previously served as the CEO of SCI Energy, Executive Chairman of Yokogawa Venture Group and held a variety of senior executive capacities at Honeywell International.

Adam Hudani – COO and Director

Mr. Hudani has spent over 10 years operating at the forefront of online gaming, anti-fraud, and control operations. Prior to joining GoodGamer, Adam oversaw Casino, Sportsbook and Poker verticals for the GreySnow Group. Previous to this role, Adam held a senior management role for Choxi which was able to grow revenue to over \$300M in 4 years' time. He started his gaming career as Fraud Supervisor for Full Tilt poker before moving into higher management roles with that organization.

Fifth Director

It is anticipated that a fifth Director will be nominated by the Company for the resulting issuer.

Filing Statement

In connection with the Proposed Transaction and pursuant to the requirements of the Exchange, the Company will file a filing statement on its issuer profile on SEDAR (www.sedar.com), which will contain details regarding the Proposed Transaction, any financing completed prior to closing of the Proposed Transaction, the Company, the Target and the resulting issuer company following completion of the Proposed Transaction.

The obligations of the Company and the Target pursuant to the Letter of Intent shall terminate in certain specified circumstances, including in the event that a definitive business combination agreement with respect to the Proposed Transaction is not entered into among the parties by February 13, 2021.

About Credent Capital Corp.

The Company is a CPC within the meaning of the policies of the Exchange that has not commenced commercial operations and has no assets other than cash. The Company's common shares have been transferred to the NEX board of the TSXV, and it is contemplated that at the close of the Proposed Transaction, the Resulting Issuer's shares will be transferred to the TSXV as a Tier

2 issuer. Except as specifically contemplated in the CPC policies of the Exchange, until the completion of its Qualifying Transaction, the Company will not carry on business, other than the identification and evaluation of companies, business or assets with a view to completing a proposed Qualifying Transaction.

About Good Gamer Corp.

Good Gamer Corp. is a fantasy gaming and technology company located in Vancouver, British Columbia. GoodGamer has a subsidiary Good Gamer India Private Limited located in Bangalore, India. The GoodGamer Fantasy app is targeting the Indian market and is India's First Dual Daily Fantasy Sports and Esports gaming platform with the launch of Cricket and CS:GO. The GoodGamer Fantasy app is a skilled based platform that allows users to enter daily fantasy contests to win real prize money.

For further information please contact:

Credent Capital Corp.

Mr. John A. Versfelt, Chief Executive Officer

Tel. 604.527.8146

Completion of the Proposed Transaction is subject to a number of conditions including, but not limited to, Exchange acceptance and shareholder approval. The Proposed Transaction cannot close until all required shareholder approvals are obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a CPC should be considered highly speculative. A comprehensive press release with further particulars relating to the Proposed Transaction will follow in accordance with the policies of the Exchange.

The Exchange has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

Cautionary Note Regarding Forward Looking Information

This news release contains statements about the Company's expectations regarding any proposed future Qualifying Transaction of the Company which are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, undue reliance should not be placed on them as actual results may differ materially from the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include general business, economic, competitive, political and social uncertainties; and the delay or failure to receive board, shareholder or regulatory approvals. The forward-looking statements contained in this press release are made as of the date hereof, and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, except as required by law.

NEITHER THE 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.