

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

BMGB Capital Corp.  
600 – 1090 West Georgia Street  
Vancouver, British Columbia, V6E 3V7

**2. Date of Material Change**

November 5, 2018

**3. News Release**

The news release announcing the material change was disseminated on November 5, 2018, through Accesswire. The news release was also filed with the British Columbia, Alberta and Ontario Securities Commissions on SEDAR.

**4. Summary of Material Change**

BMGB Capital Corp. announced that it has completed its initial public offering by issuing an aggregate of 2,500,000 common shares at a price of \$0.10 per share for gross proceeds of \$250,000. The TSX Venture Exchange (the “**TSXV**”) has listed the common shares of BMGB Capital Corp. under the symbol “**BMGB.P**” and has advised the company that the shares will commence trading on the TSXV on or about November 7, 2018.

**5.1 Full Description of Material Change**

See attached news release.

**5.2 Disclosure for Restructuring Transactions**

N/A

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

Not applicable.

**7. Omitted Information**

No information has been intentionally omitted from this material change report.

**8. Executive Officer**

Lucas Birdsall, CEO  
778.549.6714

**9. Date of Report**

November 5, 2018

## **BMGB CAPITAL CORP. COMPLETES INITIAL PUBLIC OFFERING**

**Vancouver, B.C. – November 5, 2018 – BMGB Capital Corp.** (“BMGB” or the “Company”) (TSXV: **BMGB**) is pleased to announce that it has completed its initial public offering by issuing an aggregate of 2,500,000 common shares (the “BMGB Shares”) at a price of \$0.10 per share for gross proceeds of \$250,000. Haywood Securities Inc. (“Haywood”) acted as agent for the offering and received a commission of 7.5% of the gross proceeds of the offering and a corporate finance fee. The Company also reimbursed Haywood for its expenses in connection with the offering. In addition, the Company has issued agent’s options to acquire up to 250,000 BMGB Shares at a price of \$0.10 per share until November 5, 2020.

The Company’s common shares were listed on the TSX Venture Exchange (the “Exchange”) at the opening of markets today under the symbol “BMGB.P”, with trading immediately halted. The Exchange has advised that trading will resume on Wednesday, November 7, 2018.

The Company is a capital pool company in accordance with Exchange Policy 2.4 and its principal business will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

For additional information, please refer to the Company's disclosure record on SEDAR ([www.sedar.com](http://www.sedar.com)) or contact the Company as follows: Lucas Birdsall, CEO, at (778) 549-6714.

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or “U.S. Persons”, as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.*

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This news release contains “forward-looking information” that is based on the Company’s current expectations, estimates, forecasts and projections. This forward-looking information includes, among other things, the Company’s business, plans, outlook and business strategy. The words “may”, “would”, “could”, “should”, “will”, “likely”, “expect,” “anticipate,” “intend”, “estimate”, “plan”, “forecast”, “project” and “believe” or other similar words and phrases are intended to identify forward-looking information. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the Company’s actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: changes in economic conditions or financial markets; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and technological or operational difficulties. This list is not exhaustive of the factors that may affect our forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable 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 news release.*