

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Crossroad Ventures Inc. ("**Crossroad**")
Suite 1600, 609 Granville Street
PO Box 10068 Pacific Centre
Vancouver, BC
V7Y 1C3

Item 2 Date of Material Change

December 4, 2017 and December 7, 2017

Item 3 News Release

News releases dated December 4, 2017 and December 7, 2017 (the "**News Releases**") were disseminated through various approved public media and filed on SEDAR with applicable securities commissions.

Item 4 Summary of Material Change(s)

Neptune Dash Nodes Corp. ("**Neptune**") has entered into an amalgamation agreement (the "**Amalgamation Agreement**") with Crossroad and NEMI Northern Energy & Mining Inc. ("**NEMI**"), to acquire a 100% interest in Crossroad which will constitute a reverse takeover of Crossroad by the shareholders of Neptune (the "**Transaction**"). As presently contemplated, it is expected that the Transaction will be completed by way of an amalgamation under the *Business Corporations Act* (British Columbia) or similar business combination transaction. A condition to completion of the Transaction is the conditional approval of the TSX Venture Exchange. On the closing of the Transaction, Mr. Cale Moodie will be appointed as the President and Chief Executive Officer of the combined company (the "**Resulting Issuer**"). In addition, Mr. Troy Wong, Mr. Kalle Radage and Mr. Guy Halford-Thompson will be appointed as the Resulting Issuer's Chief Financial Officer, Chief Operating Officer and Chairman, respectively. The Board of Directors of the Resulting Issuer will include Mr. Guy Halford-Thompson (Chairman), Mr. Cale Moodie, Mr. Troy Wong, Mr. Jackson Warren and Mr. Dario Meli.

As part of the Transaction, Neptune has engaged Eight Capital, as lead agent, and Gravitas Securities Inc. (the "**Agents**") in connection with a "best efforts" private placement offering (the "**Financing**") of up to 10,000 senior unsecured convertible debentures with a principal amount of \$1,000 each (a "**Debenture**") for gross proceeds of up to \$10,000,000. The completion of the Financing will be subject to, among other things, the execution of definitive documentation, the completion of all necessary due diligence and the receipt of any required regulatory approvals. The net proceeds received by Neptune from the Financing will be used for the building of Dash masternodes technology and for working capital and general corporate purposes.

On December 7, 2017 Neptune and Crossroad also announced an upside to the Financing to be completed by Neptune with the Agents. The Financing will be for an aggregate principal amount of up to \$18 million of senior unsecured convertible Debentures with each Debenture having a principal amount of \$1,000.

Neptune has also granted the Agents an option (the "**Option**") exercisable in whole or part, at any time up to 48 hours prior to closing of the Financing, to purchase up to an additional \$2,700,000 aggregate principal amount of Debentures. If the Option is exercised in full, the aggregate gross proceeds of the Offering will be \$20,700,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Neptune has entered into an Amalgamation Agreement with Crossroad and NEMI, to acquire a 100% interest in Crossroad which will constitute a reverse takeover of Crossroad by the shareholders of Neptune. As presently contemplated, it is expected that the Transaction will be completed by way of an amalgamation under the *Business Corporations Act* (British Columbia) or similar business combination transaction. A condition to completion of the Transaction is the conditional approval of the TSX Venture Exchange.

On the closing of the Transaction, Mr. Cale Moodie will be appointed as the President and Chief Executive Officer of the Resulting Issuer. In addition, Mr. Troy Wong, Mr. Kalle Radage and Mr. Guy Halford-Thompson will be appointed as the Resulting Issuer's Chief Financial Officer, Chief Operating Officer and Chairman, respectively. The Board of Directors of the Resulting Issuer will include Mr. Guy Halford-Thompson (Chairman), Mr. Cale Moodie, Mr. Troy Wong, Mr. Jackson Warren and Mr. Dario Meli.

Amalgamation Agreement

Neptune, Crossroad and NEMI, the principal shareholder of Crossroad entered into the Amalgamation Agreement pursuant to which Crossroad and Neptune will amalgamate and Crossroad will continue as the Resulting Issuer and change its name to "Neptune Dash Technologies Corp." Under the terms of the Amalgamation Agreement, upon closing of the Transactions:

- the outstanding **Neptune Shares** will be exchanged for common shares of the Resulting Issuer (the "**Resulting Issuer Shares**") on the basis of one Resulting Issuer Share for each Neptune Share;
- the outstanding common share purchase warrants of Neptune (the "**Neptune Warrants**") will be exchanged for common share purchase warrants of the Resulting Issuer (the "**Resulting Issuer Warrants**") on the basis of one Resulting Issuer Warrant for each Neptune Warrant; and
- the outstanding common shares of Crossroad (the "**Crossroad Shares**") will be exchanged for Resulting Issuer Shares on the basis of one Resulting Issuer Share for each Crossroad Shares.

In connection with the Transaction, Neptune will complete a division of its common shares on a 1:20 basis and Crossroad will complete a division of its common shares on a 1:1.9 basis. NEMI has entered into a voting support agreement with Crossroad and Neptune pursuant to which NEMI has agreed to vote its Crossroad Shares and Neptune Shares held by it in favour of the Transaction.

Proposed Financing

As part of the Transaction, Neptune has engaged Eight Capital, as lead agent, and Gravitass Securities Inc. in connection with a “best efforts” private placement offering of up to 18,000 senior unsecured convertible Debentures with a principal amount of \$1,000 each for gross proceeds of up to \$18,000,000. The completion of the Financing will be subject to, among other things, the execution of definitive documentation, the completion of all necessary due diligence and the receipt of any required regulatory approvals.

Immediately prior to completion of the Transaction, the principal amount of the Debentures will be converted into Neptune Shares at a conversion price of \$0.50 per share and subsequently be exchanged for the Resulting Issuer Shares pursuant to the Transaction.

Neptune has also granted the Agents an Option exercisable in whole or part, at any time up to 48 hours prior to closing of the Financing, to purchase up to an additional \$2,700,000 aggregate principal amount of Debentures. If the Option is exercised in full, the aggregate gross proceeds of the Offering will be \$20,700,000.

Pursuant to the terms of the Debentures, the Company must complete the Transaction prior to the date that is six months following the closing of the Financing, failing which holders of Debentures will have the option to: (i) be repaid the principal aggregate amount of the Debentures held plus interest at a rate of 10% per annum in cash; or (ii) convert the Debentures (and the interest accrued thereon) into Neptune Shares at a conversion price of \$0.50 per 1.1 Neptune Shares.

The net proceeds received by Neptune from the Financing will be used for the building of Dash masternodes technology and for working capital and general corporate purposes.

The closing of the Financing is expected to occur on or about December 22, 2017.

New Directors and Officers

Cale Moodie, President, CEO and Director

Mr. Moodie is currently the Chief Executive Officer and a Director of Neptune and is expected to be the Chief Executive Officer and a Director of the Resulting Issuer following completion of the Transaction. Mr. Moodie is also the CFO for a number of smallcap public venture companies on the Toronto Stock Exchange. Mr. Moodie’s career in public market finance spans well over a decade in roles as founder, chief financial officer, director and audit committee chair for numerous publicly traded companies in Canada. Mr. Moodie is a member in good standing with the Institute of Chartered Professional Accountants of British Columbia and the Canadian Institute of Chartered Professional Accountants.

Troy Wong, CFO and Director

Mr. Wong is currently the CFO and a Director of Neptune and is expected to be the CFO and a Director of the Resulting Issuer following completion of the Transaction. Mr. Wong is also a digital currency trader and blockchain start-up consultant. Prior to joining Neptune, Mr. Wong worked at Enirgi Group Corporation overseeing reporting and analytics for five business units. Previous to his time at Enirgi Group Corporation, Mr. Wong worked in the Finance Group of Teck

Resources Ltd. specializing in operational review and compliance. Mr. Wong began his career at Ernst & Young LLP specializing in public companies.

Kalle Radage, COO

Mr. Radage is currently the COO of Neptune and is expected to be the COO if the Resulting Issuer. Mr. Radage is also currently the President of Payfirma, a leading North American financial technology company which has raised more than \$26M from private equity. Mr. Radage also held senior operational roles at Oracle, Nokia, and SabelaMedia, which was successfully acquired by 24/7 Real Media for \$70M. Kalle also served as a VC at Nokia Ventures and BDC Venture Capital, investing in enterprise and consumer technology companies. He has earned a Computer Science degree from UBC and an MBA from IESE Business School in Spain. He is an active member of the technology community as an advisor, investor, and board member.

Jackson Warren, Independent Director

Mr. Warren is an Independent Director of Neptune and is expected to be an Independent Director of the Resulting Issuer. Mr. Warren is a pioneering figure in the digital currency and blockchain space. He brought the world its first physical bitcoin brokerage and its first Bitcoin ATM in 2013. He founded and ran one of Canada's early digital currency exchanges and in recent years served as CEO of Xapcash Technologies Inc., and as Chief Operating Officer of BTL Group Ltd., an enterprise class Blockchain solutions company that trades on the Toronto Stock Exchange (TSXV: BTL).

Guy Halford-Thompson, Chairman and Director

Mr. Halford-Thompson is the Chairman of Neptune and is expected to be the Chairman of the Resulting Issuer. Mr. Halford-Thompson is a thought leader and entrepreneur in the Canadian digital currency eco-system. Mr. Halford-Thompson co-founded BTL Group, the first public blockchain company to list on the Toronto Stock Exchange and he currently sits on the Company's Board. Mr. Halford-Thompson's passion for digital currencies started in 2013, when he cofounded QuickBitcoin a bitcoin trading company that introduced one of the first Bitcoin ATM's to the United Kingdom.

Dario Meli, Independent Director

Dario Meli is an Independent Director of Neptune and is expected to be an Independent Director of the Resulting Issuer. Mr. Meli is currently the CEO of Quietly Media Inc. which is a premium content provider, delivering data-driven strategy and editorial for brands and publishers. Prior to joining Quietly, Mr. Meli was the CEO of Invoke Media Inc.

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

Michael Cooney - President and Director
Tel: 415 339-8825

Item 9 Date of Report

December 8, 2017