

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Neptune Dash Technologies Corp. (the “Company”)
310 - 36 Water Street
Vancouver, BC
V6B 0B7

Item 2: Date of Material Change

March 23, 2020

Item 3: News Release

A news release dated March 23, 2020 was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with the securities commissions of British Columbia, and Alberta.

Item 4: Summary of Material Change

The Company announced that further to the Company’s press release dated March 13, 2020, the Company completed the issuance of shares for settlement of debt with a total of 3,379,182 common shares (the “**Shares**”) issued at a deemed price of \$0.057 per Share and subject to a four month hold period, for settlement of \$192,613.62 debt of the Company with certain creditors (the “**Creditors**”) of the Company (the “**Debt Settlement**”). Directors and officers of the Company participated in the Debt Settlement by converting \$92,613.62 of their outstanding consulting, management and director’s fees into a total of 1,624,797 Shares. In addition, Creditor, Neptune Asset Group Inc. (“**NAGI**”), also participated in the Debt Settlement by converting its outstanding debt of \$100,000 into a total of 1,754,385 Shares.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that further to the Company’s press release dated March 13, 2020, the Company completed the issuance of Shares for settlement of debt with a total of 3,379,182 Shares issued at a deemed price of \$0.057 per Share and subject to a four month hold period, for the settlement of \$192,613.62 with certain Creditors. Directors and officers of the Company participated in the Debt Settlement by converting \$92,613.62 of their outstanding consulting, management and director’s fees into a total of 1,624,797 Shares. In addition, Creditor, NAGI, also participated in the Debt Settlement by converting its outstanding debt of \$100,000 into a total of 1,754,385 Shares.

Directors and officers of the Company participated in the Debt Settlement as follows: Mitchell Demeter received 52,631 Shares, Carmen To received 110,526 Shares,

Spartan Holdings Ltd., a company owned by Cale Moodie, officer and a director of the Company, received 596,930 Shares, Major Big Capital Corporation, a company owned by Kalle Radage, a director and officer of the Company received 596,930 Shares, and Closing Scene Holdings Inc., a company owned by Dario Meli, a director of the Company received 267,789 Shares. NAGI, a company sharing two common directors of the Company, received 1,743,385 Shares.

Participation by insiders constitutes a related party transaction as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied upon exemptions from the valuation and minority shareholder approval requirements of Multilateral Instrument 61-101 contained in sections 5.5(a) and 5.7(1)(a), respectively, with respect to the issuance of the Shares to the directors and officers, as the Company as the fair market value of the participation in the transaction by directors and officers does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. There is no "prior valuation" (as such term is defined in MI 61-101).

Insiders, each being a "related party" of the Company (as such term is defined under MI 61-101) acquired a total of 3,379,182 Shares, as follows:

Prior to the Debt Settlement, Mitchell Demeter beneficially owned or controlled nil common shares of the Company and, following the Debt Settlement, he now beneficially owns or controls 52,631 common shares of the Company representing approximately 0.06% of the issued and outstanding common shares of the Company.

Prior to the Debt Settlement, Carmen To beneficially owned or controlled 75,000 common shares of the Company representing approximately 0.09% of the issued and outstanding common shares of the Company) and, following the Debt Settlement, he now beneficially owns or controls 185,526 common shares of the Company representing approximately 0.22% of the issued and outstanding common shares of the Company.

Prior to the Debt Settlement, Cale Moodie beneficially owned or controlled 6,459,323 common shares of the Company, directly and indirectly, representing approximately 7.95% of the issued and outstanding common shares of the Company and, following the Debt Settlement, he now beneficially owns or controls 8,194,083 common shares of the Company, directly and indirectly, representing approximately 9.68% of the issued and outstanding common shares of the Company.

Prior to the Debt Settlement, Kalle Radage beneficially owned or controlled 956,224 common shares of the Company directly and indirectly representing approximately 1.18% of the issued and outstanding common shares of the Company and, following the Debt Settlement, he now beneficially owns or controls 1,989,119 common shares of the Company, directly and indirectly representing approximately 2.35% of the issued and outstanding common shares of the Company.

Prior to the Debt Settlement, Dario Meli beneficially owned or controlled 615,000 common shares of the Company directly and indirectly representing approximately 0.76% of the issued and outstanding common shares of the Company and, following the Debt Settlement, he now beneficially owns or controls 882,780 common of the

Company, directly and indirectly representing approximately 1.04% of the issued and outstanding common shares of the Company.

The Offering was unanimously approved by the Company's board of directors. Each of Mitchell Demeter, Carmen To, Cale Moodie, Kalle Radage and Dario Meli disclosed their interest in the Debt Settlement to the Company and, as directors of the Company, abstained from voting on the approval thereof as it relates to their Debt Settlement.

This material change report is being filed less than 21 days prior to the closing of the Debt Settlement. The shorter period was necessary in order to permit the Company to close the Debt Settlement in a timeframe consistent with usual market practice for transactions of this nature.

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

Cale Moodie
President and Chief Executive Officer
(604) 319-6955

Item 9: Date of Report

March 30, 2020