

Form 51-102F3
Material Change Report

Item 1. Name and Address of Company

RiseTech Capital Corp. (“RiseTech” or the “Company”)
2900 - 550 Burrard Street
Vancouver, BC
V6C 0A3

Item 2. Date of Material Change

December 20, 2018

Item 3. News Release

The news release was issued on December 20, 2018 and was disseminated via CNW Group and filed on SEDAR.

Item 4. Summary of Material Change

On December 20, 2018, the Company announced that it has closed its previously announced non-brokered equity private placement for 500,000 common shares (the “**Common Shares**”) of the Company at a price of \$0.10 per Common Share (the “**Offering**”). The aggregate gross proceeds of the Offering totalled \$50,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On December 20, 2018, the Company announced that it has closed its previously announced non-brokered equity private placement for 500,000 Common Shares of the Company at a price of \$0.10 per Common Share. The aggregate gross proceeds of the Offering totalled \$50,000.

The proceeds of the Offering shall be used to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction (as defined in the TSXV Corporate Finance Policy 2.4 - Capital Pool Companies).

The Offering is subject to the receipt of all necessary regulatory approvals, including the final approval of the TSX Venture Exchange. All securities issued in connection with the Offering are subject to a statutory hold period of four months and one day until April 21, 2019. No finder’s fees, bonuses, agent’s options, commissions or other compensation were paid in connection with the Offering.

Notice on Forward-Looking Information

Information set forth in this material change report contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. RiseTech cautions that all forward looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond RiseTech’s control.

Such factors include, among other things: RiseTech's ability to identify, evaluate and complete a Qualifying Transaction and other risks and uncertainties, including those described in RiseTech's final prospectus dated September 28, 2018 filed with the Canadian Securities Administrators and available on www.sedar.com. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward looking information. Except as required under applicable securities legislation, RiseTech undertakes no obligation to publicly update or revise forward-looking information.

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

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer

Name of Executive Officer:	Manny Padda, Chief Executive Officer
Telephone Number:	778-381-6322 info@risetechcapital.com

Item 9. Date of Report

December 28, 2018