

**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

June 3, 2019

Item 3. News Release

The news release was issued on June 3, 2019 and was disseminated via Cision Newswire and filed on SEDAR.

Item 4. Summary of Material Change

On June 3, 2019, the Company announced that the British Columbia Securities Commission (the “Commission”) revoked the cease trade order issued against the Company on May 6, 2019 (the “Cease Trade Order”).

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On June 3, 2019, the Company announced that the Commission revoked the Cease Trade Order issued against the Company.

The Cease Trade Order was issued as a result of the Company’s failure to file its audited annual financial statements for the year ended December 31, 2018, its management’s discussion and analysis related to the audited annual financial statements for the year ended December 31, 2018, together with the related certificates (collectively, the “Disclosure Documents”), on or before the prescribed filing deadline of April 30, 2019 as required under National Instrument 51-102, Continuous Disclosure Obligations, and National Instrument 52-109, Certification of Disclosure of Issuers’ Annual and Interim Filings, respectively.

The Company filed the Disclosure Documents on May 22, 2019 and the common shares resumed trading as of June 3, 2019.

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

June 3, 2019