

**FORM 51-102F3**  
***MATERIAL CHANGE REPORT***

**Item 1 Name and Address of Company**

BeWhere Holdings Inc.  
3264 Lakeshore Blvd. West  
Etobicoke, ON, M8V 1M4

**Item 2 Date of Material Change**

October 5, 2017 and October 11, 2017

**Item 3 News Release**

The Corporation issued its press releases on October 6, 2017 and October 11, 2017 through the facilities of Filing Services Canada Inc.

**Item 4 Summary of Material Change**

The Corporation closed its first tranche of its non-brokered private placement of Common Shares by the issuance of 6,165,000 Common Shares at a price of \$0.30 per Common Share for gross proceeds of \$1,849,500; and closed its second and final tranche of the private placement by the issuance of 1,000,000 Common shares for proceeds of \$300,000.

**Item 5 Full Description of Material Change**

See the attached copies of the Press Releases of the Corporation dated October 6, 2017 and October 11, 2017.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

n/a

**Item 7 Omitted Information**

n/a

**Item 8 Executive Officer**

To obtain further information, contact Owen Moore, President and Chief Executive Officer of the Corporation, at +1 (844) 229-4374.

**Item 9 Date of Report**

October 12, 2017



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## NEWS RELEASE

### BeWhere Holdings Inc. Has Closed the First Tranche of Previously Announced Non-Brokered Private Placement Funds to be Used to Accelerate Growth

**TORONTO, ON, October 6, 2017 - BeWhere Holdings Inc. (TSXV: BEW, OTCQB: BEWFF) ("BeWhere" or the "Company")** is pleased to announce that it has closed its' first tranche of the non-brokered private placement of Common Shares by the issuance of 6,165,000 Common Shares at a price of \$0.30 per Common Share for gross proceeds of \$1,849,500.

The net proceeds of the private placement, plus existing cash and other working capital, will be used, in part, to fund the commercialization of the Company's new NB-IOT and LTE-M Mobile IOT environmental sensing and asset monitoring solutions and for general working capital purposes. The Company expects to launch the new products and provide them to existing partners and resellers in the fourth quarter.

Commenting on the closing BeWhere's Founder & CEO Owen Moore said "I'm very pleased with the overwhelming support of our shareholders and I look forward to a very busy fall as we take the next step in our growth and launch our new Mobile IoT technologies to what appears to be very strong interest, it is my belief that these technologies will complement our current product offering and allow us to become a go to provider for asset tracking and environmental sensing globally"

The Common Shares are subject to a statutory four month hold period, which expires February 6, 2018. Finders' fees have been paid in cash in an amount equal to 6% of the gross proceeds from the sale of some of the Common Shares in the private placement.

In that a director of the Company participated in the private placement, the private placement is a "related party transaction" within the meaning of Multilateral Instrument 61-101 ("MI 61-101"), which requires the Company to obtain "minority approval" of the Company's shareholders of the related party transaction unless there is an exemption from such requirement. The Company is relying on the exemption in Section 5.7(a) of MI 61-101 on the basis that the fair market value of the securities distributed to the related party was less than 25% of the Company's market capitalization.

#### **About BeWhere**

BeWhere (TSXV: BEW, OTCQB: BEWFF) is an Industrial Internet of Things ("HOT") solutions company that designs and sells hardware with sensors and software applications for environmental sensing and to track real-time information on assets. The Company develops mobile applications, middle-ware and cloud based solutions that stand-alone or that can be readily integrated with existing software. Its solutions enable end-users a level of operational visibility that is more easily accessible and significantly easier to implement than in the past.

ON BEHALF OF THE BOARD

"Owen Moore"  
CEO & Director

## **Cautionary Statements Regarding Forward Looking Information**

Certain statements in this press release constitute forward-looking statements, within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, are "forward-looking statements".

We caution you that such "forward-looking statements" involve known and unknown risks and uncertainties that could cause actual and future events to differ materially from those anticipated in such statements.

Forward-looking statements include, but are not limited to, statements with respect to commercial operations, including technology development, anticipated revenues, projected size of market, and other information that is based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

BeWhere Holdings Inc. (the "**Company**") does not intend, and does not assume any obligation, to update these forward-looking statements except as required by law. These forward-looking statements involve risks and uncertainties relating to, among other things, technology development and marketing activities, the Company's historical experience with technology development, uninsured risks. Actual results may differ materially from those expressed or implied by such forward-looking statements.

**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 release.**

For further information:

Owen Moore at +1 (844) 229-4373 [info@bewhere.com](mailto:info@bewhere.com)



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## NEWS RELEASE

### BeWhere Holdings Inc. Has Closed the Final Tranche of Previously Announced Non-Brokered Private Placement

**TORONTO, ON, October 11, 2017 - BeWhere Holdings Inc. (TSXV: BEW, OTCQB: BEWFF)** ("BeWhere" or the "Company") is pleased to announce that it has closed its final tranche of the non-brokered private placement of Common Shares. The aggregate total of 7,165,000 Common Shares at a price of \$0.30 per Common Share have been issued pursuant to the private placement, for total gross proceeds of \$2,149,500.

The 1,000,000 Common Shares issued on the final tranche of the private placement are subject to a statutory four month hold period, which expires February 12, 2018. Finders' fees have been paid in cash in an amount equal to 6% of the gross proceeds from the sale of some of the Common Shares issued on the final tranche of the private placement.

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#### ON BEHALF OF THE BOARD

"Owen Moore"  
CEO & Director

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