

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Dagobah Ventures Ltd. (the “Company”)
605-815 Hornby Street
Vancouver, BC V6Z 2E6

Item 2: Date of Material Change

November 22, 2017

Item 3: News Release

A news release announcing the material change was issued and disseminated on November 22, 2017 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Change

The Company has closed a non-brokered private placement offering of 3,550,000 common shares at a price of \$0.10 per Share for gross proceeds of \$355,000.

Item 5.1: Full Description of Material Change

See news release attached as Schedule “A”.

Item 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 information has been omitted.

Item 8: Executive Officer

For additional information, please contact:
Hugh Rogers, Director
Telephone: 1.604.250.6162
E-mail: hughrogersinc@gmail.com

Item 9: Date of Report

November 22, 2017

SCHEDULE "A"

DAGOB AH VENTURES LTD.

605-815 Hornby Street, Vancouver, BC V6Z 2E6

November 22, 2017

DAGOB AH VENTURES LTD. CLOSES PRIVATE PLACEMENT

Vancouver, Canada, November 22, 2017 – Dagobah Ventures Ltd. (the "**Company**") is pleased to announce that it has closed a non-brokered private placement offering of 3,550,000 common shares (the "**Shares**") at a price of \$0.10 per Share for gross proceeds of \$355,000 (the "**Private Placement**").

All Shares issued under the Private Placement are subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities legislation. The proceeds realized from the Private Placement will be used for general corporate and working capital purposes.

One insider of the Company subscribed for a total of 155,000 Shares, for aggregate subscription proceeds of \$15,500, constituting a related party transaction pursuant to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied on Section 5.5(a) of MI 61-101 for an exemption from the formal valuation requirement and Section 5.7(1)(a) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the transaction did not exceed 25% of the Company's market capitalization.

For additional information, please contact:

Hugh Rogers, Director

Telephone: 1.604.250.6162

E-mail: hughrogersinc@gmail.com

Forward Looking Information

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described herein in the United States. The securities described herein have not been registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities law and may not be offered or sold in the "United States", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available.

Certain statements in this news release are forward-looking statements, which include, the Private Placement and use of proceeds, future plans, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company, including but not limited to, business, economic and capital market conditions, the ability to manage operating expenses, and dependence on key personnel. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, anticipated costs, and the ability to achieve goals. Factors that could cause the actual results to differ materially from those in forward-looking statements include, the continued availability of capital and financing, litigation, , failure of counterparties to perform their contractual obligations, loss of key employees and consultants, and general economic, market or business conditions. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this press release are made as of the date of this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.