

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Findev Inc. (formerly, Transgaming Inc.) (“**Company**”)
200 Bay Street, Suite 3800
Royal Bank Plaza, South Tower
Toronto, Ontario M5J 2Z4

Item 2 Date of Material Change

November 8, 2018

Item 3 News Release

The news release attached hereto as Schedule “A” was disseminated by the Company on November 8, 2018.

Item 4 Summary of Material Change

November 8, 2018, the Company announced that it is extending the expiry date of its 11,542,665 warrants to October 7, 2021. The original expiry date was October 7, 2019. All other terms remained unchanged

Item 5 Full Description of Material Change:

Please see Item 4 above.

Item 6 Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change in this report.

Sruli Weinreb
Chief Executive Officer
Tel: 647-789-5188
E-mail: sweinreb@findev.ca

Item 9 Date of Report

November 8, 2018

SCCHEDULE “A”



FINDEV INC. EXTENDS WARRANT EXPIRY DATE

TORONTO, CANADA – November 8, 2018 – Findev Inc. (“**Findev**” or the “**Corporation**”) (TSX-V: FDI), is pleased to announce that it has obtained approval to extend the expiry date of its warrants that were to originally expire on October 7, 2019. The revised expiry date will now be October 7, 2021. With all other terms remaining unchanged.

There are currently 11,542,665 warrants that are issued and outstanding and were to expire on October 7, 2019. Each warrant gives the holder the right to purchase one common share of the Corporation at an exercise price of \$0.70, on or before the expiry date.

About Findev

Findev is a publicly traded real estate finance company focused on financing real estate developers with shorter-term loans of one to five years during the development or redevelopment process. Loans are secured by investment properties and real estate developments throughout the Greater Toronto Area. Findev’s unique market advantages include its expertise in real estate development and access to its real estate development partners. As a result, Findev is uniquely suited to assist developers engaged in challenging projects. For further information please visit Findev’s website at www.findev.ca.

On behalf of the Company,

Sruli Weinreb, CEO
(647) 789 - 5188
sweinreb@findev.ca

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Forward-Looking Statements

Certain statements in this document may constitute “forward-looking” statements, which involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this document, such statements use words like “may”, “will”, “expect”, “continue”, “believe”, “plan”, “intend”, “would”, “could”, “should”, “anticipate” and

other similar terminology. These statements reflect current assumptions and expectations regarding future events and operating performance and speak only as of the date of this document. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under the “Risk Factors” section of the Corporation’s the most recently filed Annual Report which is available on SEDAR at www.sedar.com.

Although the forward-looking statements contained in this document are based upon what we believe are reasonable assumptions, we cannot assure investors that our actual results will be consistent with these forward-looking statements. We assume no obligation to update or revise these forward-looking statements to reflect new events or circumstances, except as required by securities law.