

**FORM 51-102F3**  
**Material Change Report**

**1. Name and Address of Company:**

Foremost Ventures Corp.  
Suite 1510-789 West Pender Street  
Vancouver, B.C. V6C 1H2

**2. Date of Material Change:**

October 17, 2019

**3. News Release:**

The news release with respect to the material change was disseminated through Stockwatch on October 17, 2019 and filed on the SEDAR website at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change:**

Foremost Ventures Corp. (“**Foremost**”) and Smartshare Solutions Inc. (“**Smartshare**”) have mutually agreed to terminate the non-binding letter of intent previously announced on February 27, 2019.

**5. Full Description of Material Change:**

**5.1 Full Description of Material Change**

Foremost and Smartshare have mutually agreed to terminate the non-binding letter of intent entered into in respect of a proposed qualifying transaction. Foremost is actively pursuing other potential qualifying transactions.

Under the letter of intent, Foremost provided a loan of \$25,000 to SmartShare to pay for a portion of the expenses incurred with respect to the proposed transaction, which amount has been repaid in full by Smartshare. There is nothing owing to either party under the letter of intent.

At the annual general and special meeting of shareholders of Foremost held on September 16, 2019, Messrs. John Thompson, Frank Stronach, Azim Dhalla, and John McCoach were re-elected as directors of Foremost and DMCL LLP, Chartered Professional Accountants, were re-appointed as auditors of Foremost for the ensuing year. The shareholders also approved the rolling stock option plan for Foremost, dated for reference May 2, 2018. There are 400,000 shares reserved for issuance under the stock option plan.

**5.2 Disclosure of Restructuring Transactions**

Not applicable.

**6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:**

Not Applicable

**7. Omitted Information:**

Not Applicable

**8. Executive Officer:**

John P. Thompson, Chief Executive Officer  
Suite 1510-789 West Pender Street  
Vancouver, B.C. V6C 1H2  
Telephone: 604-926-4182

**9. Date of Report:**

October 17, 2019