

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

PopReach Corporation (the “**Company**”)
1 University Avenue, 3rd Floor
Toronto, Ontario M5J 2P1

Item 2 Date of Material Change

November 27, 2020

Item 3 News Release

On November 27, 2020, the Company issued a news release through CNW. A copy of the news release is attached as Schedule “A” hereto and is available on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

The Company announced on November 27, 2020 that it completed its previously announced public offering (the “**Public Offering**”) of common shares of the Company (“**Common Shares**”) conducted by a syndicate of underwriters led by Beacon Securities Limited (the “**Underwriters**”) on a bought deal basis. A total of 13,800,000 Common Shares were issued at a price of \$1.25 per share for aggregate gross proceeds of \$17,250,000, which includes the full exercise of the over- allotment option granted to the Underwriters to purchase up to an additional 1,800,000 Common Shares.

PopReach intends to use the net proceeds from the Public Offering for acquisitions, working capital and general corporate purposes.

Item 5 Full Description of Material Change

For a full description of the material change, please see Schedule “A” attached hereto.

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

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Christopher Locke
President, Chief Operating Officer and Corporate Secretary
416-583-5918

Item 9 Date of Report

December 1, 2020

Schedule "A"
NEWS RELEASE

(see attached)

FOR IMMEDIATE RELEASE

**POPREACH CORPORATION ANNOUNCES SUCCESSFUL CLOSING OF
BOUGHT DEAL PUBLIC OFFERING OF COMMON SHARES**

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

TORONTO, ON November 27, 2020: PopReach Corporation ("**PopReach**" or the "**Company**") (TSXV: POPR) (OTCQX: POPRF) announced today that it has completed its previously announced public offering (the "**Public Offering**") of common shares of the Company ("**Common Shares**") conducted by a syndicate of underwriters led by Beacon Securities Limited (the "**Underwriters**") on a bought deal basis. A total of 13,800,000 Common Shares were issued at a price of \$1.25 per share for aggregate gross proceeds of \$17,250,000, which includes the full exercise of the over-allotment option granted to the Underwriters to purchase up to an additional 1,800,000 Common Shares.

PopReach intends to use the net proceeds from the Public Offering for acquisitions, working capital and general corporate purposes.

The Common Shares were offered in Canada by way of a short-form prospectus filed in the Provinces of British Columbia, Alberta, Saskatchewan and Ontario.

No securities regulatory authority has either approved or disapproved the contents of this press release. The Common Shares have not been, and will not be, registered under the U.S. Securities Act, or any state securities laws. Accordingly, the Common Shares may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Common Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About PopReach Corporation

PopReach, a Tier 1 Issuer on the TSX Venture Exchange, with shares also trading on OTCQX® Best Market, is a free-to-play mobile game publisher focused on acquiring and optimizing proven game franchises. The Company has acquired 12 successful game franchises competing mainly in the North American game market, including Smurfs' Village (IP under license), Kitchen Scramble, Gardens of Time, City Girl Life, War of Nations and Kingdoms of Camelot. The Company's games are enjoyed by over 1.2 million unique players a month. PopReach, headquartered in Toronto, employs a team of over 120 experts in Toronto, Vancouver, and Bangalore, India.

Additional information about the Company is available at www.sedar.com.

Forward-Looking Information

Certain information in this news release constitutes forward-looking statements and forward-looking information under applicable Canadian securities legislation (collectively, "forward-looking information"). Forward-looking information include, but are not limited to, statements with respect to and the business, financials and operations of the Company. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events. Forward looking information is necessarily based on a number of opinions,

assumptions and estimates that, while considered reasonable by the Company as of the date of this news release, are subject to known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, level of activity, performance or achievements and future events to be materially different from those expressed or implied by such forward-looking information, including but not limited to the factors described in greater detail in the public documents of the Company available at www.sedar.com. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. Investors are cautioned undue reliance should not be placed on any such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.

For

further

information:

For further information: Dennis Fong, Investor Relations, (416) 283-9930, dennis.fong@loderockadvisors.com; PopReach Corporation, www.popreach.com, Christopher Locke, invest@popreach.com