

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Ynvisible Interactive Inc.
PO Box 43, Suite 830
1100 Melville Street
Vancouver, BC V6E 4A6

Item 2. Date of Material Change

May 14, 2021 and May 18, 2021

Item 3. News Release

News Releases dated May 14, 2021 and May 19, 2021 were disseminated via Business Wire and subsequently filed on SEDAR.

Item 4. Summary of Material Change

Ynvisible Interactive Inc. closes CDN\$12 Million Private Placement Offering with Institutional Investors on May 18, 2021

Item 5.1 Full Description of Material Change

On May 14, 2021, Ynvisible Interactive Inc. (“**Ynvisible**” or the “**Company**”) (TSX-V: YNV, FSE: 1XNA, OTCQB: YNVYF) announced that it has entered into a securities purchase agreement for a private placement of common shares (“**Common Shares**”) and warrants to purchase Common Shares (“**Warrants**”) to institutional investors only for aggregate gross proceeds to the Company of approximately Cdn\$12 million (the “**Private Placement**”).

On May 19, 2021, the Company announced that pursuant to the Private Placement, the Company issued 19,992,003 Common Shares and Warrants to purchase 19,992,003 Common Shares at a purchase price of Cdn\$0.61 per Common Share and associated Warrant. Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of Cdn\$0.76 per Common Share at any time prior on or prior to May 18, 2024.

The Common Shares and Warrants issued under the Private Placement were qualified by way of a prospectus supplement dated May 17, 2021 under the Company's base shelf prospectus dated May 10, 2021 which was filed in each of the provinces of Canada, except Québec, copies of which are available under the Company's profile at www.sedar.com. In the United States, the Common Shares, Warrants and the shares issuable upon the exercise of the Warrants were offered on a private placement basis pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended, and certain other jurisdictions in accordance with applicable securities laws.

A.G.P./Alliance Global Partners (the “**Agent**”) acted as the exclusive placement agent for the private placement in the United States.

The Agent received (i) a cash commission equal to approximately \$853,658, equal to 7.0% of the aggregate gross proceeds received from the sale of the Common Shares and Warrants and (ii) 999,600 warrants (the “**Agent’s Warrants**”), equal to 5.0% of the Common Shares sold in the Private Placement. Each Agent’s Warrant entitles the holder thereof to acquire one Common Share at an exercise price of Cdn\$0.61 per Common Share at any time prior on or prior to May 18, 2024.

No securities were offered or sold to Canadian residents.

The net proceeds of the Private Placement are expected to be used by the Company for working capital and general corporate purposes. This financing supports Ynvisible’s “2023 Transformation & Growth Strategy” focused on speed to market of differentiated and added value Internet of Things (“IoT”) solutions.

The Company has applied to list the Common Shares issued in the Private Placement and the Common Shares underlying the Warrants on the TSX Venture Exchange (the “**TSXV**”). The Private Placement is subject to final acceptance of the TSXV.

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 was omitted.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Michael Robinson
Chief Executive Officer
Telephone: 778-683-4324

Item 9. Date of Report

May 20, 2021