

Form51-102F3

Material Change Report

Item 1 Name and Address of Company

KEPLER ACQUISITION CORP.
#1000, 409 Granville Street
Vancouver, BC V6C 1T2

Item 2 Date of Material Change

April 18, 2019

Item 3 News Release

A news release was issued and disseminated on April 18, 2019 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule "A" hereto.

Item 4 Summary of Material Change

On April 18, 2019, Kepler Acquisition Corp. (the "**Company**") announced completion of its initial public offering and that its common shares will commence trading on the TSX Venture Exchange on April 23, 2019.

Item 5 Full Description of Material Change

See attached Schedule "A".

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

None.

Item 7 Omitted Information

None.

Item 8 Executive Officer

Mervyn Pinto
President and CEO
(604) 602-0001

Item 9 Date of Report

April 18, 2019

Schedule "A"

KEPLER ACQUISITION CORP.

Suite 1000, 409 Granville

Vancouver, BC

Canada V6C 1T2

Kepler Acquisition Corp. Completes Initial Public Offering as a Capital Pool Company

Vancouver, British Columbia--(April 18, 2019) – Kepler Acquisition Corp. ("**Kepler**" or the "**Company**") is pleased to announce that it has completed its initial public offering (the "**IPO**") for gross proceeds of \$200,000 (the "**Proceeds**") pursuant to a final prospectus dated January 25, 2019. A total of 2,000,000 common shares in the capital of the Company ("**Shares**") were subscribed for at a price of \$0.10 per Share. After completion of the IPO, the Company now has 4,000,000 Shares issued and outstanding, with the directors and officers of the Company, in aggregate, holding 2,000,000 Shares, which are subject to escrow restrictions.

Canaccord Genuity Corp. (the "**Agent**") acted as the agent for the IPO and in connection therewith, Kepler granted the Agent and its sub-agents non-transferable share purchase warrants (the "**Agent's Warrants**") which entitle the Agent and the sub-agents to purchase up to an aggregate of 200,000 Shares at a price of \$0.10 per Share. The Agent's Warrants will expire 24 months from the date the Shares were first listed on the TSX Venture Exchange (the "**TSXV**"), and are only exercisable after the Company completes a Qualifying Transaction (as that term is defined in Policy 2.4 of the TSXV). In connection with the IPO, the Agent also received a cash commission equal to 10% of the gross proceeds of the IPO, an administration finance fee and was reimbursed for its legal fees and expenses. Concurrent with the closing of the IPO, the Company also granted 400,000 incentive stock options to its directors and officers, which are exercisable for a period of five years from the date of the grant at an exercise price of \$0.10 per Share.

The Shares are listed on the TSXV, are currently halt traded and the halt is expected to be lifted and trading is expected to commence on or about April 23, 2019 under the symbol "KEP.P".

About Kepler

Kepler is a capital pool company (a "**CPC**") that has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the TSXV's CPC policy, until the completion of its Qualifying Transaction, Kepler will not carry on business, other than the identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction.

For further information, please contact:

Mervyn Pinto

Chief Executive Officer and Chief Financial Officer

Telephone: 604-602-0001