

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

**Item 1. Name and Address of Reporting Issuer**

Logan Resources Ltd. (the “Company” or Logan”)  
Suite 1240, 1140 West Pender Street  
Vancouver, B.C. V6C 4G1

**Item 2. Date of Material Change**

January 29, 2018

**Item 3. News Release**

A press release announcing the material change referred to in this report was issued through GlobeNewswire on January 30, 2018, and a copy is filed on SEDAR.

**Item 4. Summary of Material Change**

Logan announced that it has entered into a definitive agreement dated January 29, 2018 with Voleo, Inc. (“Voleo”) with respect to a business combination of Voleo and Logan.

**Item 5.1 Full Description of Material Change**

For a full description of the material change, please see the news release attached as Schedule “A” to this Material Change Report.

**Item 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 has been omitted on the basis that it is confidential information.

**Item 8. Executive Officer**

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Sheila Paine, Corporate Secretary  
Phone: (604) 681-8030 ext. 238  
Fax: (604) 681-8039

**Item 9. Date of Report**

February 1, 2018



**NOT FOR DISSEMINATION IN THE UNITED STATES OR  
FOR RELEASE TO U.S. NEWSWIRE SERVICES**

**NEWS RELEASE**

**Logan Announces Acquisition of Stock and Cryptocurrency Trading System**

**January 30, 2018**

**(TSXV:LGR)**

**VANCOUVER, BRITISH COLUMBIA, Logan Resources Ltd. (TSXV) (the "Company" or "Logan")** is pleased to announce that it has entered into an agreement dated January 29, 2018 (the "**Definitive Agreement**") with Voleo, Inc. ("**Voleo**") with respect to a business combination of Voleo and Logan (the "**Transaction**"). Voleo is a mobile-focused fintech application company. Its mission is to create a social investment network enhancing connectivity, transparency, convenience, and collaboration among investors. Voleo's equity trading platform operates on mobile applications available on iOS and Android smartphone devices plus companion web app. Voleo's subsidiary, Voleo USA, Inc. is registered as a broker-dealer with FINRA and the Securities and Exchange Commission. Voleo's cryptocurrency trading platform will be launched in 2018.

Directly from their mobile phones, tablets or computers, users are able to propose, discuss and vote on trades in publicly listed stocks and ETFs, wherever and whenever they want, with the majority effecting trades automatically. Voleo's users benefit both from splitting the cost of a single trade and the collective intelligence of their teams. Adding a competitive element to a collaborative platform, each person's decisions are tracked and hypothetical positions managed so they can prove to their friends how things would have gone if everyone had listened to them. The transparency builds a community where top performers can be followed, and the best ideas validated with peers.

In addition to stock trading, Voleo has successfully tested and will launch a digital currency trading platform for consumers. Users will have access to several major cryptocurrencies, including Bitcoin, Bitcoin Cash, Ethereum, Litecoin, Digital Cash, and Ripple, using multiple fiat currency payment methods. The platform will leverage Voleo's patent-pending trading technology, which recently piloted cryptocurrencies along with traditional equities in the Voleo Nasdaq Equity Trading Competition.

Voleo is executing transactions through Einstein Exchange, a fast-growing digital currency exchange which is transparent, collaborating with global financial institutions, with regulatory agencies and engaging in rigorous anti-money laundering (AML) and customer verification (KYC) policies. As the regulatory landscape evolves, Voleo will use its experience as a broker-dealer to seek the appropriate registration to bring further legitimacy to this asset class.

Voleo has always believed in the power of collaboration and the advantages that group decision making brings to investment decisions. Diversification and knowledge sharing is particularly important for those seeking exposure to a new asset class, and club functionality will be

available to cryptocurrency investors along with individual accounts in eligible jurisdictions, providing choice and flexibility to investors.

For a limited time, those who wish to practice cryptocurrency trading can do so using Voleo SimuTrader completely free of charge. Available in app stores internationally, users can form a team to deploy a simulated million-dollar portfolio, or make multiple clubs and practice different investment strategies.

The Transaction is subject to the approval of the TSX Venture Exchange (the “**Exchange**”) and other conditions customary for a transaction of this nature. There can be no assurance that the Transaction will be completed as proposed or at all.

## **Transaction Highlights**

### Definitive Agreement

The following are the highlights of the terms and conditions of the Definitive Agreement:

- Voleo is a company incorporated under the *Canada Business Corporations Act*, with its head office located in Vancouver, British Columbia. Voleo carries out operations in the United States through its wholly-owned subsidiary Voleo USA, Inc.
- The resulting issuer on the closing of the Transaction will be a technology issuer.
- Voleo has outstanding the following securities: 42,812,575 common shares, 498,571 warrants and 2,330,000 stock options.
- The Company shall complete a consolidation of its issued and outstanding common shares on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares (the “**Consolidation**”).
- The exchange ratio for the Transaction will be as follows (subject to adjustment in certain circumstances) each one (1) issued and outstanding Voleo common share shall be converted into 1.7 common shares of the Company.
- The Transaction will be structured such that the outstanding warrants and stock options of Voleo will automatically become exercisable for or shall be exchanged for shares of the Company, subject to all necessary adjustments to reflect the terms of the Transaction and subject to the terms governing the warrants and options.
- The Transaction is subject to the following key conditions:
  - Voleo will complete a private placement (the “**Concurrent Financing**”) for gross proceeds of up to \$10,000,000. Voleo may pay commissions or finder’s fees in connection the Concurrent Financing and may appoint a broker to assist with the Concurrent Financing. The Concurrent Financing will close immediately prior to or concurrently with the Transaction. Further details regarding Concurrent Financing will be announced in a further news release;
  - the completion of the Shares for Debt Settlement (defined below);
  - the Transaction will have received approval of the Exchange and all necessary corporate and shareholder approvals; and

- receipt of a report of a sponsor in respect of the Transaction or waiver from the sponsorship requirement by the Exchange. Logan anticipates applying for a waiver of the sponsorship requirement in reliance upon completion of the Concurrent Financing.
- Prior to the closing of the Transaction, Voleo may complete a bridge financing for a maximum of \$750,000.

### Shares for Debt Settlement

As a condition of the Transaction, approximately \$560,550 of debt due to King & Bay West Management Corp. (“**King & Bay**”) will be settled through the issuance of 2,242,200 common shares (post-Consolidation) at a deemed price of \$0.25 per share (the “Shares for Debt Settlement”). The board and management of the Company believe that the proposed Shares for Debt Settlement is in the best interests of Logan as it will eliminate a significant liability for Logan. The completion of the Shares for Debt Settlement is subject to the approval of the Exchange.

King & Bay is considered to be a “related party” under Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“MI 61-101”). As a result of the Shares for Debt Settlement with King & Bay constitutes a “related party transaction” for the Company under MI 61-101, as King & Bay would receive common shares of the Company pursuant to the Shares for Debt Settlement. The Company is relying on an exemption from the formal valuation and minority shareholder approval requirements of MI 61-101 pursuant to exemptions contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that at the time the Shares for Debt Settlement was agreed to, neither the fair market value of the securities to be distributed in the Shares for Debt Settlement nor the consideration to be received for those securities, insofar as the Offering involved the related party, exceeds 25% of the Company’s market capitalization.

### Additional Information

Full details of the Transaction will be included in the disclosure document that will be completed with respect to the Transaction. The Transaction is being conducted at arm’s length. The name of the Resulting Issuer will be “Voleo Trading Systems Inc.”

The Company intends to seek a waiver of the shareholder approval requirement for the Transaction on the basis that it is without active operations as set out in Section 4.1(b)(iii) of Exchange Policy 5.2. The Company completed active exploration work on its properties in June 2017. In August 2017 it announced its final set of exploration results and confirmed it had completed its 51% initial earn-in on the Nevada and Utah Properties by spending the minimum required amount. Based on the results of its exploration program, the state of the junior gold exploration market and the Company’s current financial situation, it does not anticipate returning to active operations based on its existing asset base. If the Transaction is completed, the Company intends to divest its mineral property assets and focus exclusively on the business of Voleo.

The Company confirms that it is not and will not be subject to a cease trade order and will not otherwise be suspended from trading on completion of the Transaction. In addition, Company shareholder approval of the Transaction is not required under applicable corporate laws and is not required under applicable Securities Laws. Any waiver of the shareholder approval requirement is subject to approval by the Exchange. The Company will confirm whether a waiver has been received in a subsequent news release.

Additional information as required by Exchange Policy 5.2, including financial information regarding Voleo and the Principals and Insiders of the resulting issuer, will be provided by way of a subsequent news release. Trading in the common shares of the Company on the Exchange will remain halted until such times as the requirements of the Exchange are met.

This news release does not constitute an offer of securities for sale in the United States. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States absent U.S. registration or an applicable exemption from U.S. registration requirements.

*Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Logan Resources Ltd. should be considered highly speculative.*

*The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.*

For more information, please visit [www.loganresources.ca](http://www.loganresources.ca).

**LOGAN RESOURCES LTD.**

On behalf of the Board  
"Richard Grayston"  
Interim Chief Executive Officer



Logan Resources Ltd. is part of the King & Bay group of companies. King & Bay is a merchant bank that specializes in identifying, funding, developing and supporting growth opportunities in the resource, aviation, and technology sectors.

**For further information regarding this news release, please contact:**

T: 604-681-8030 ext 242  
E: [info@loganresources.ca](mailto:info@loganresources.ca)

***Cautionary Note Regarding Forward-Looking Information***

This news release contains "forward-looking information" concerning anticipated developments and events that may occur in the future. Forward looking information contained in this news release includes, but is not limited to, statements with respect to with respect to: (i) Voleo' business objectives and plans; (ii) removal of conditions relating to the completion of the Transaction; (iii) completion of the Concurrent Financing; (iv) receipt of TSXV and shareholder approvals of the Transaction; and (v) waiver of the sponsorship requirements.

In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this news release is based on certain factors and assumptions regarding, among other things, the accuracy, reliability and applicability of the Voleo' business model; the timely receipt of governmental approvals, including the receipt of approval from regulators in jurisdictions

where Voleo may operate; the timely commencement of operations by Voleo and the success of such operations; the ability of Voleo to implement its business plan as intended; the legislative and regulatory environments of the jurisdictions where the Voleo will carry on business or have operations; and the impact of competition and the competitive response to the Voleo' business strategy. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Such factors include risks related to acts of God, the impact of general economic conditions, changing domestic and international industry conditions, currency fluctuations, interest rates, the ability of management to implement Voleo' operational strategy, the ability to attract qualified management and staff, labour disputes, regulatory risks, including risks relating to the acquisition of the necessary licenses and permits, financing, capitalization and liquidity risks, including the risk that the financing necessary to fund operations may not be obtained and the additional risks identified in the "Risk Factors" section of the Company's reports and filings with applicable Canadian securities regulators.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update or revise any forward-looking information.

*Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) has reviewed or accepts responsibility for the adequacy or accuracy of this release.*