

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

DeepMarkit Corp. (the "**Corporation**" or "**DeepMarkit**")
Suite 202, 615 – 15th Avenue SW
Calgary, AB T2R 0R4 Canada

2. Date of Material Change:

June 22, 2019

3. News Release:

A news release relating to the material change described herein was released through the facilities of Marketwired on June 24, 2019.

4. Summary of Material Change:

On June 24, 2019, the Corporation announced that it had entered into a strategic investment agreement (the "**Investment Agreement**") with Hong Kong Datang Investment Holding Corp. ("**HK Datang**"), an arm's length private Hong Kong investment company. Under the terms of the Investment Agreement, HK Datang, subject to certain conditions, including a 10:1 consolidation of the Corporation's outstanding common shares, will purchase 29,527,120 post-consolidation common shares at a price of \$0.075 per share (post-consolidation) for total subscription proceeds of \$2,214,535.

5. Full Description of Material Change:

5.1 Full Description of Material Change

The Corporation announced that it has entered into an Investment Agreement with HK Datang, an arm's length, private Hong Kong investment company. Under the terms of the Investment Agreement, HK Datang, subject to certain conditions, including a 10:1 consolidation of DeepMarkit's outstanding common shares, will purchase 29,527,120 post-consolidation common shares at a price of \$0.075 per share (post-consolidation) for total subscription proceeds of \$2,214,535 (the "**Transaction**").

Following completion of the Transaction, HK Datang will own approximately 72% of the outstanding post-consolidation common shares and accordingly, will result in a change of control of DeepMarkit.

HK Datang's investment is subject to certain conditions precedent, including:

1. consolidation of the DeepMarkit common shares on the basis of 10 pre-consolidation shares for 1 post-consolidation share;
2. the parties shall have entered into the Debenture Amending Agreement (as defined below);
3. delivery of agreements by DeepMarkit's option holders for the cancellation of all outstanding stock options;
4. elimination of certain related-party debt;
5. shareholder approval of the share consolidation, the debenture amendment and HK Datang as a new control person of the Corporation; and
6. TSX Venture Exchange approval.

The Transaction is subject to shareholder approval and approval by the TSX Venture Exchange. It is anticipated that following the closing of the transaction, HK Datang will appoint two nominees, and one additional independent director will be appointed to the DeepMarket Board. No other management changes are presently contemplated.

As a condition to completing the Transaction, concurrent with closing of the Transaction, the Corporation will be required to enter into an agreement with the holders of DeepMarket's outstanding 12% participating debentures due July 14, 2020 ("**Debentures**") to: (i) repay \$1,000,000 owing under the Debentures directly following closing of the Transaction; (ii) eliminate all Participation Interest, (iii) reduce basic interest to 10%, (iv) defer all interest payments to the maturity date, and (v) provide for conversion, at the option of DeepMarket, into common shares at a conversion price of \$0.33 per share, provided that for the 20 days prior to the maturity date, DeepMarket's common shares have traded on the TSX Venture Exchange at or above the price of \$0.33 per common share (the "**Debenture Amending Agreement**").

DeepMarket has scheduled an Annual General and Special Meeting of Shareholders for August 1, 2019 in order to consider the necessary approvals for the Transaction.

The proceeds from the Transaction will be used to repay \$1,000,000 outstanding under the Debentures and for general working capital and corporate purposes.

The Transaction is expected to proceed pursuant to an application by the Corporation to the TSX Venture Exchange for a waiver from the minimum \$0.05 price (on a pre-consolidation basis) for private placements pursuant to the TSX Venture Exchange Bulletin dated April 7, 2014, entitled "Discretionary Waivers of \$0.05 Minimum Pricing Requirement". The waiver has been granted and is conditional upon the Corporation completing the consolidation.

The common shares of the Corporation issued pursuant to the Transaction are subject to a hold period expiring four months following the date of issuance, in accordance with the policies of the Exchange and applicable securities laws.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Darold Parken, Chief Executive Officer

9. Date of Report:

July 2, 2019.

Forward Looking and Cautionary Statements

This Material Change Report may contain forward-looking information including, statements regarding the potential investment by HK Datang or the required shareholder and regulatory approvals. Any statements that are contained in this Material Change Report that are not statements of historical fact may be deemed to be forward-looking statements. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of DeepMarkit. Factors that could cause the actual results to differ materially from those in forward-looking statements include, failure to obtain necessary shareholder approvals, failure to obtain necessary regulatory approvals, the failure to close the proposed investment transaction as a result of due diligence investigations or other causes. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this Material Change Report are made as of the date of this Material Change Report and DeepMarkit does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.