

SCHEDULE 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of the Corporation

ORLETTO CAPITAL II INC.
("Orletto II" or the "Corporation")
70 Dalhousie Street, Suite 300
Québec, Québec G1H 4B2

2. Date of Material Change

August 15, 2018

3. News Release

A news release, in French and English versions, was issued on July 15, 2018 through Globe Newswire, copy of which is attached hereto.

4. Summary of Material Change

Orleto II announced the closing of its initial public offering and listing of its common shares on the TSX Venture Exchange.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Corporation announced the closing, on August 15, 2018, of its initial public offering which consists of (i) the issuance of 4,000,000 common shares of the capital stock of the Corporation (the "Common Shares"), at a price of \$0.10 per Common Share, for a total amount of \$400,000, (ii) the grant of non-transferable options to the agent, entitling the holder to acquire 400,000 Common Shares, at a price of \$0.10 per Common Share, up to August 14, 2020 and (iii) the grant of 680,000 stock options to the directors and officers of the Corporation to purchase an aggregate number of 680,000 Common Shares, at a price of \$0.10 per Common Share, during a period of 5 years from the date of grant or for a shorter period as described in the stock option plan of the Corporation.

At the same time, the Corporation announced the listing of its Common Shares on the TSX Venture Exchange under the ticker abbreviation « OLP.P ».

The Corporation intends to utilize the proceeds of the offering to identify and evaluate assets or businesses for the purpose of announcing a qualifying transaction, such as stipulated in Policy 2.4 of the TSX Venture Exchange *Corporate Finance Manual*.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of Regulation 51-102

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For all additional information, please contact:

Mr. Benoit Chotard

President

Telephone: 778-996-4676

9. Date of Report

August 16, 2018

ORLETTO CAPITAL II INC.

By: (s) Benoit Chotard
Benoit Chotard
President

ORLETTO CAPITAL II INC.

PRESS RELEASE

For immediate release

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. WIRE NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Initial Public Offering and Listing of Common Shares on the TSX Venture Exchange

Québec, Quebec, Canada, August 15, 2018 – ORLETTO CAPITAL II INC. (the “Corporation”), a capital pool company, is pleased to announce the closing, on August 15, 2018, of its initial public offering which consists of (i) the issuance of 4,000,000 common shares of the capital stock of the Corporation (the “Common Shares”), at a price of \$0.10 per Common Share, for a total amount of \$400,000, (ii) the grant of non-transferable options to the agent, entitling the holder to acquire 400,000 Common Shares, at a price of \$0.10 per Common Share, up to August 14, 2020 and (iii) the grant of 680,000 stock options to the directors and officers of the Corporation to purchase an aggregate number of 680,000 Common Shares, at a price of \$0.10 per Common Share, during a period of 5 years from the date of grant or for a shorter period as described in the stock option plan of the Corporation.

At the same time, the Corporation announces the listing of its Common Shares on the TSX Venture Exchange under the ticker abbreviation « OLP.P ».

The Corporation now intends to utilize the proceeds of the offering to identify and evaluate assets or businesses for the purpose of announcing a qualifying transaction, such as stipulated in Policy 2.4 of the TSX Venture Exchange *Corporate Finance Manual*.

For further information, please contact:

Mr. Benoit Chotard
President
ORLETTO CAPITAL II INC.
Telephone: 778-996-4676
Email: benoitshotard@shaw.ca

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

Forward-looking statements contained in this press release involve known and unknown risks, uncertainties and other factors that may cause actual results, performance and achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the said forward-looking statements.

CAPITAL ORLETTO II INC.

COMMUNIQUÉ DE PRESSE

Pour diffusion immédiate

CE COMMUNIQUÉ NE DOIT PAS ÊTRE DIFFUSÉ, PUBLIÉ OU DISTRIBUÉ, EN TOUT OU EN PARTIE, AUX ÉTATS-UNIS

Premier appel public à l'épargne et inscription des actions ordinaires à la cote de la Bourse de croissance TSX

Québec (Québec), Canada, le 15 août 2018 – CAPITAL ORLETTO II INC. (la « Société »), une société de capital de démarrage, est heureuse d'annoncer la clôture, ce 15 août 2018, de son premier appel public à l'épargne, soit (i) l'émission de 4 000 000 d'actions ordinaires du capital social de la Société (les « Actions ordinaires »), au prix de 0,10 \$ l'Action ordinaire, pour un montant total de 400 000 \$, (ii) l'octroi d'options d'achat incessibles au placeur pour compte, lui permettant d'acquérir un nombre total de 400 000 Actions ordinaires, au prix de 0,10 \$ l'Action ordinaire, jusqu'au 14 août 2020 et (iii) l'octroi de 680,000 options d'achat d'actions aux administrateurs et dirigeants de la Société leur permettant de souscrire un nombre total de 680,000 Actions ordinaires, au prix de 0,10 \$ l'Action ordinaire, pendant une période de cinq ans après la date de leur octroi ou, à certaines conditions, pour une période plus courte, tel que prévu au régime d'options d'achat d'actions de la Société.

Par la même occasion, la Société annonce l'inscription de ses Actions ordinaires à la cote de la Bourse de croissance TSX sous le symbole « OLP.P ».

La Société entend maintenant utiliser le produit du placement afin de repérer et évaluer les éléments d'actifs ou les entreprises pouvant l'intéresser dans le but éventuel de réaliser une opération admissible, telle que définie à la Politique 2.4 du *Guide de financement des sociétés* de la Bourse de croissance TSX.

Pour plus de renseignements, veuillez contacter :

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Courriel : benoitshotard@shaw.ca

La Bourse de croissance TSX et son fournisseur de services de réglementation (au sens attribué à ce terme dans les politiques de la Bourse de croissance TSX) n'assument aucune responsabilité quant à la pertinence ou à l'exactitude du présent communiqué.

Les énoncés prospectifs contenus dans ce communiqué de presse comportent des risques connus et inconnus, des incertitudes et d'autres facteurs pouvant modifier de manière appréciable les résultats, le rendement et les réalisations de la Société par rapport aux résultats, au rendement et aux réalisations qui y sont exprimés ou implicites.