

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. *Name and Address of Company***

Dash Capital Corp. (“**Dash**” or the “**Corporation**”)  
4000, 421 - 7th Avenue SW  
Calgary, Alberta  
T2P 4K9

**ITEM 2. *Date of Material Change***

August 6, 2021

**ITEM 3. *News Release***

A press release was disseminated on August 9, 2021 through the newswire services of NewsFile Corp.

**ITEM 4. *Summary of Material Change***

On August 9, 2021, the Corporation announced that it had entered into an amalgamation agreement dated August 6, 2021 (the “**Amalgamation Agreement**”) with Simply Solventless Concentrates Ltd. (“**SSC**”), a privately held corporation incorporated under the laws of the Province of Alberta, and with 2366191 Alberta Ltd. (“**Dash Subco**”), a wholly owned subsidiary of Dash incorporated under the laws of the Province of Alberta, pursuant to which Dash will, by way of a “three-cornered amalgamation”, acquire all of the issued and outstanding securities of SSC in exchange for Dash QT Shares (as defined below) (together with the related transactions and corporate procedures set forth in the Amalgamation Agreement, the “**Transaction**”).

**ITEM 5.1 *Full Description of Material Change***

The Corporation entered into the Amalgamation Agreement with SSC and Dash Subco, pursuant to which Dash will, by way of a “three-cornered amalgamation”, acquire all of the issued and outstanding securities of SSC in exchange for Dash QT Shares.

The Transaction is subject to TSX Venture Exchange Inc. (the “**TSXV**”) approval and is intended to constitute Dash’s “Qualifying Transaction” in accordance with TSXV Policy 2.4 – *Capital Pool Companies*.

Pursuant to the terms of the Amalgamation Agreement, and subject to certain conditions, including receipt of applicable regulatory and shareholder approvals, SSC will amalgamate with Dash Subco pursuant to the provisions of the *Business Corporations Act* (Alberta) (the “**Amalgamation**”). Prior to the closing of the Transaction: (i) Dash shall seek approval from the TSXV to advance a secured loan in the amount of \$250,000 to SSC; (ii) Dash shall change its name to “Simply Solventless Concentrates Ltd.”, or such other name as determined by SSC; (iii) Dash shall increase the number of directors of the Resulting Issuer (as defined below) to seven (7) and conditionally elect the post-Transaction slate of directors of the Resulting Issuer; (iv) Dash shall conditionally approve the Resulting Issuer Option Plan (as such term is defined in the Amalgamation Agreement) as the option plan of the Resulting Issuer; (v) Dash will consolidate the common shares of Dash (“**Dash Shares**”) such that each post-consolidation Dash Share (“**Dash QT Shares**”) shall equal to three pre-consolidation Dash Shares. The amalgamated entity (“**AmalCo**”) will be a wholly-owned subsidiary of Dash and the shareholders of SSC will be issued one Dash QT Share, at a deemed price of \$0.29 per Dash Share, in exchange for every one common share of SSC (each a “**SSC Share**”) held immediately prior to the completion of the Transaction.

Pursuant to the terms of the Amalgamation Agreement, completion of the Transaction is subject to a number of conditions precedent, including but not limited to, closing conditions customary to transactions of the nature of the Transaction, requisite shareholder and corporate approvals, approvals of all regulatory bodies having jurisdiction in connection with the Transaction and the final approval of the TSXV, including the satisfaction of its initial listing requirements. There can be no assurance that the Transaction will be completed as proposed or at all.

Upon completion of the Transaction, Dash will be a listed issuer (the “**Resulting Issuer**”), the Resulting Issuer will hold all of the issued and outstanding shares of Amalco and the Resulting Issuer will carry on the business previously carried on by SSC.

Further particulars regarding the Amalgamation Agreement and the Transaction are set out in the press release of Dash dated August 9, 2021.

**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 significant facts have been omitted from this report.

**ITEM 8.** *Executive Officer*

Dash Capital Corp.  
Darrell Denney, Chief Executive Officer  
Phone: 403-651-9009  
Email: [darrellgdenney@gmail.com](mailto:darrellgdenney@gmail.com)

**ITEM 9.** *Date of Report*

August 9, 2021