

FORM 51-102F3
MATERIAL CHANGE REPORT

- ITEM 1. Reporting Issuer
kneat.com inc.
1969 Upper Water Street, Suite 2001
Purdy's Wharf Tower II
Halifax, Nova Scotia B3J 3R7
- ITEM 2. Date of Material Change
May 31, 2017
- ITEM 3. Press Releases
A press release in the form of Schedule A attached hereto was disseminated on May 31, 2017 via Canada News Wire.
- ITEM 4. Summary of Material Change
kneat.com, inc. (TSXV: KSI) ("Kneat" or the "Company"), developer of the next generation Kneat Gx platform for regulated industries, has announced the closing of its previously announced non-brokered private placement for aggregate gross proceeds of \$3,000,000 (the "Offering"). The Company issued 5,000,000 common shares at an issue price of \$0.60 per share.

The proceeds of the Offering will be used to accelerate development of the on-premise and software as a service models of the Kneat Gx platform, increase the awareness of the platform for multiple applications across several life sciences industries and enhance the team needed to support a growing list of customers.
- ITEM 5. Full Description of Material Change
5.1 Full Description of Material Change
See Schedule A attached.

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
Not applicable.
- ITEM 8. Executive Officer
The following Officer of the Company may be contacted for further information:
Sarah Oliver, CFO
inquiry@kneat.com
- ITEM 9. Date of Report
This report is dated this 31st day of May, 2017.

Schedule A

kneat.com, inc. announces the closing of private placement

HALIFAX, May 31, 2017 /CNW/ - kneat.com, inc. (TSXV: KSI) ("Kneat" or the "Company"), developer of the next generation Kneat Gx platform for regulated industries, today closed its previously announced non-brokered private placement for aggregate gross proceeds of \$3,000,000 (the "Offering"). The Company issued 5,000,000 common shares at an issue price of \$0.60 per share. The common shares issued in connection with the private placement are subject to a four-month hold period that will expire on October 1, 2017. Directors of the Company subscribed for an aggregate of 1,175,066 common shares.

The proceeds of the Offering will be used to accelerate development of the on-premise and software as a service models of the Kneat Gx platform, increase the awareness of the platform for multiple applications across several life sciences industries and enhance the team needed to support a growing list of customers.

About Kneat

Kneat, headquartered in Limerick, Ireland, develops and markets the next generation Kneat Gx software platform. Kneat Gx, enables an end-to-end paperless process for all validations, commissioning and qualification, production execution and quality document management. Kneat Gx allows users to electronically create, approve and execute all deliverables, manage any exceptions and post approve final deliverables in a controlled FDA 21 CFR Part 11 compliant platform. Users with correct permissions can see everything in real time. Customer case studies are reporting productivity improvements in excess of 100% and a higher compliance standard. www.kneat.com.

Cautionary and Forward-Looking Statements

Except for the statements of historical fact contained herein, certain information presented constitutes "forward-looking information" within the meaning of applicable Canadian securities laws. Such forward-looking information, includes, but is not limited to, the ability to generate sales of the Kneat.Gx platform, the ability to build relationships with current and prospective customers, the market potential for the Kneat.Gx platform, the ability to develop new features for the Kneat.Gx platform, and the compliance of the Kneat.Gx platform under regulatory audit and inspection. While such forward-looking statements are expressed by the Company, as stated in this release, in good faith and believed by the Company to have a reasonable basis, they are subject to important risks and uncertainties. As a result of these risks and uncertainties, the events predicted in these forward-looking statements may differ materially from actual results or events. These forward-looking statements are not guarantees of future performance, given that they involve risks and uncertainties. The Company does not undertake any obligation to release publicly revisions to any forward-looking statement, except as may be required under applicable securities laws. Investors should not assume that any lack of update to a previously issued forward-looking statement constitutes a reaffirmation of that statement. Continued reliance on forward-looking statements is at an investor's own risk.

Neither the 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.

For further information: Sarah Oliver, CFO, kneat.com, inc., 2001-1969 Upper Water Street, Halifax, NS, B3J 3R7, T: +353 61 203826, E: inquiry@kneat.com