

MATERIAL CHANGE REPORT

FORM 51-102F3

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

Unisync Corp. (“Unisync”)
1328 – 885 West Georgia Street
Vancouver, British Columbia V6C 3E8

2. **Date of Material Change:**

October 1, 2018

3. **News Release:**

Unisync issued new releases relating to the material change on October 2, 2018 which was disseminated through GlobeNewswire and subsequently filed on SEDAR at www.sedar.com.

4. **Summary of Material Change:**

Through a news releases issued on October 2, 2018 Unisync announced that it has completed the previously announced acquisition of all of the issued and outstanding capital stock of Utility Garments Inc. (“Utility”) of Montreal, PQ (the “Acquisition”) from private equity firm BDG & Partners (“BDG”) and two minority shareholders (the “Vendors”).

In connection with Unisync’s previously completed private placement of 2,921,100 subscription receipts for gross proceeds of \$11.1 million, Unisync has advised the sole underwriter, Acumen Capital Finance Partners Limited (“Acumen”), that all the conditions precedent to the closing of the Acquisition have been satisfied or waived, and accordingly the gross proceeds of approximately \$11.1 million were released from escrow to Unisync and were used to pay a portion of the purchase price to the Vendors.

5. **Full Description of Material Change:**

Through a news releases issued on October 2, 2018 Unisync announced that it has completed the previously announced acquisition of all of the issued and outstanding capital stock of Utility of Montreal, PQ from private equity firm BDG and two minority shareholders. The purchase price, which is subject to further post-closing adjustments, consisted of cash consideration of \$18.65 million and the issuance of 1,272,727 common shares of Unisync to the Vendors. In addition to a securities law hold period expiring February 2, 2019, the Vendors have also agreed to contractual restrictions on the dispositions of their shares in tranches over a 12 to 24 month period from the closing date.

Christian Turgeon, CEO and Managing Partner of BDG, has been appointed to the board of directors of Unisync.

In connection with Unisync’s previously completed private placement of 2,921,100 subscription receipts for gross proceeds of \$11.1 million, Unisync has advised the sole underwriter, Acumen, that all the conditions precedent to the closing of the Acquisition have been satisfied or waived, and accordingly the gross proceeds of approximately \$11.1 million were released from escrow to Unisync and were used to pay a portion of the purchase price to the Vendors.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information:**

No significant facts otherwise required to be disclosed in this report have been omitted.

8. **Executive Officer:**

For further information, please contact:

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Email: dgood.unisync@gmail.com

9. **Date of Report:**

October 5, 2018