

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Skyscape Capital Inc. (the “**Issuer**”)
320 Bay Street
Suite 1600
Toronto, Ontario
M5H 4A6

Item 2 Date of Material Change

The material change occurred on March 6, 2018.

Item 3 News Release

A press release in connection with the material change was issued on March 6, 2018 through Canadian newswires and filed on www.sedar.com under the Issuer’s profile and is attached hereto as Schedule “A”.

Item 4 Summary of Material Change

The Issuer, a Capital Pool Company (as defined by the policies of the TSX Venture Exchange (the “**Exchange**”)), has completed an initial public offering by way of a prospectus (the “**Offering**”) for 1,000,000 common shares (the “**Common Shares**”) at a purchase price of \$0.50 per Common Share, for gross proceeds of \$500,000.

Upon the closing of the Offering, there are 2,000,000 Common Shares issued and outstanding, of which 1,000,000 Common Shares are being held in escrow. Canaccord Genuity Corp. was granted 100,000 Common Share purchase warrants (the “**Agent’s Warrant**”) at a price of \$0.50 per Common Share, exercisable for twenty four months from the date the Offering closed. In addition to the Agent’s Warrants, the directors and officers of the Corporation were granted options to purchase up to 200,000 Common Shares at an exercise price of \$0.50 per Common Share, exercisable within sixty months from the date of the grant.

The Common Shares were listed on the Exchange at the close of business on March 5, 2018 and have been approved for trading on the Exchange under the trading symbol “SKY.P”.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Full details of the transaction are available in the press release attached hereto.

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

For further information with respect to this report, please contact Mr. Paul Pathak, director of the Issuer at (416) 644-9964.

Item 9 Date of Report

March 9, 2018

**Schedule “A”
Press Release**

**SKYSCAPE CAPITAL INC.
ANNOUNCES LISTING ON THE TSX VENTURE EXCHANGE, CLOSING OF INITIAL
PUBLIC OFFERING, AND TRADING ON THE TSX VENTURE EXCHANGE**

Toronto – March 6, 2018 – Skyscape Capital Inc. (TSXV: SKY.P) (the “**Corporation**” or “**SKY**”), is pleased to announce that it has completed its initial public offering (the “**Offering**”) today of 1,000,000 common shares (“**Common Shares**”) at a purchase price of \$0.50 per Common Share, for gross proceeds of \$500,000. The Offering was conducted by way of a prospectus.

The Corporation is a Capital Pool Company as defined in the policies of the TSX Venture Exchange (the “**Exchange**”). To date, the Corporation has not conducted operations of any kind and has not entered into an “Agreement in Principle”, as such phrase is defined in Exchange Policy 2.4 – *Capital Pool Companies*.

Canaccord Genuity Corp. (the “**Agent**”) acted as agent in connection with the Offering. For its services, the Agent received an administration fee, a cash commission equal to 10% of the gross proceeds of the Offering, being \$50,000, as well as options to purchase up to 100,000 Common Shares at an exercise price of \$0.50 per Common Share, exercisable within twenty-four months from the date of listing of the Common Shares on the Exchange (the “**Agent Warrants**”).

Upon the closing of the Offering, there are 2,000,000 Common Shares issued and outstanding, of which 1,000,000 Common Shares are being held in escrow. In addition to the Agent Warrants, the directors and officers of the Corporation were granted options to purchase up to 200,000 Common Shares at an exercise price of \$0.50 per Common Share, exercisable within sixty months from the date of the grant.

The Common Shares were listed on the Exchange at the close of business on March 5, 2018 and have been approved for trading on the Exchange under the trading symbol “SKY.P”. Trading of the Common Shares is expected to begin when the Exchange opens on March 6, 2018.

For more information, please contact Paul Pathak, a director of the Corporation.

Paul Pathak
ppathak@chitizpathak.com
(416) 644-9964

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION: This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to

the satisfaction of conditions and the commencement of trading of SKY's common shares. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive shareholder or regulatory approvals; and the results of continued development, marketing and sales. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. SKY disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.