

**MATERIAL CHANGE REPORT  
PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102  
RESPECTING CONTINUOUS DISCLOSURE OBLIGATIONS**

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

Iledor Exploration Corporation (the “Corporation” or “ILEDOR”)  
3030, Le Carrefour Boulevard, suite 1002  
Laval (Québec)  
H7T 2P5

**ITEM 2**      **Date of Material Changes**

July 12, 2017.

**ITEM 3**      **News Release**

Press release was issued in English by the Corporation on August 3, 2017. Copy of the press release is attached hereto.

**ITEM 4**      **Summary of Material Changes**

ILEDOR announces the signing of a letter of intent accepted on July 12, 2017 by Disturbance Technology Inc. for the acquisition, by way of merger, of all Disturbance’s outstanding shares. ILEDOR will then change its name to reflect its new activities. For the Corporation, the transaction shall constitute a Change of Business within the meaning of the TSX Venture Exchange’s policies. The Corporation intends to make a private placement of a minimum gross proceed of \$2,000,000 and of a maximum of \$4,000,000 with several investors, subject to the Exchange’s and regulatory authorities approvals. These steps will be followed by a reverse split of Class “A” shares of ILEDOR on a ratio 1 new share per 8 previous Common Shares. Disturbance also intends to proceed with a preliminary private placement of \$100,000.

**ITEM 5**      **Full Description of Material Changes**

ILEDOR announces the signing of a letter of intent accepted on July 12, 2017 by Disturbance Technology Inc. (“Disturbance”) for the acquisition, by way of merger, of all Disturbance’s outstanding shares (the “Disturbance Shares”). ILEDOR will then change its name to reflect its new activities. For the Corporation, the transaction shall constitute a Change of Business within the meaning of the TSX Venture Exchange’s (the “Exchange”) policies. Disturbance is a company that operates a new technology that increases the speed, the security and the quality of internet and leads to a significantly lower operating cost for users.

Concurrently with the completion of its Change of Business, the Corporation intends to make a private placement of a minimum gross proceed of \$2,000,000 and of a maximum of \$4,000,000 (the “Private Placement”) with several investors, subject to the Exchange’s and regulatory authorities approvals (the

Change of Business and the Private Placement collectively, the “Transaction”). These steps will be followed by a reverse split of Class “A” shares of ILEDOR (the “Common Shares”) on a ratio 1 new share per 8 previous Common Shares (the “Consolidation”). The whole is subject to the shareholders’ approval and the Exchange’s and regulatory authorities’ approvals.

Before proceeding with the Transaction, Disturbance also intends to proceed with a preliminary private placement of \$100,000 (the “Preliminary Private Placement”). The proceeds of which will be used to assure ILEDOR in regards to the expenses to be paid during the interim period and existing payables. The whole is subject to the Exchange’s and regulatory authorities’ approvals.

### **Change of business**

The Transaction will constitute an arm’s length Change of Business within the meaning of Policy 5.2 (the “Change of Business”) and will be subject to a number of preconditions, including due diligence, the completion of the Private Placement and the receipt of all requisite regulatory and corporate approvals.

ILEDOR intends that ILEDOR’s current property will be ceded out to a third party company outside management to be named by the existing Board of Directors of ILEDOR.

There is no arm’s length party of ILEDOR who has direct or indirect beneficial interest in the proposed significant assets, that is otherwise insider of Disturbance or that has relationship with a non-arm’s length parties to the Transaction.

According to the acquisition agreement to be executed, the Corporation has agreed to acquire, by way of merger, the Disturbance Shares for consideration in shares of \$2,500,000 by the issuance of 50,000,000 Common Shares post-Consolidation at a deemed value of \$0.05 per Common Share.

The exchange ratio shall be such as will, after closing of the Transaction and also taking into account securities to be issued in connection with the Private Placement and the Preliminary Private Placement, result in the following shareholding positions/percentages:

Shareholders	Shares Post-Consolidation (Nbr.)	%
ILEDOR Shareholders	2,579,554	2.1%
Preliminary Private Placement of \$100,000	5,000,000	5.1%
Purchase Price of 100% of Disturbance	50,000,000	51.24%
Minimum Private Placement of \$2,000,000	40,000,000	40.99%

The Corporation intends to request an exemption from the sponsorship requirements, pursuant to Policy 2.2 Sponsorship and Sponsorship Requirements. Nevertheless, Disturbance has agreed to obtain a valuation on Disturbance and all of its assets from an independent third party.

#### **Information on the Target**

Disturbance is a private company, incorporated under the laws of the Canada, which is engaged in the business of exploiting a new technology which increases the speed, the security and the quality of internet and leads to a significantly lower operating cost for users. IPAK, Disturbance brand of product is built on the concept of SD-WAN (software defined-wide area network) essentially providing for increase in efficiency (speed and size) in moving data (all applications) over existing infrastructures. The greatest benefit of IPAK platform is its ability for customers to obtain or derive more from their existing network infrastructure, without the usual costly capex and opex associated to traditional hardware technologies.

The principal shareholders of Disturbance are Mr. Greg Dunlop and SEAHAWK TECHNOLOGIES INC.

#### **Financial Information**

The following tables summarize certain unaudited financial information from Disturbance (for the twelve-month financial period ending on 31 December, 2017 presented in Canadian dollars). The unaudited Net Income for the current financial year is estimated at over \$2M.

**Statement of Comprehensive Income** **31 Dec, 2017**  
**(Non-Audited, anticipated )**

<b>Revenue</b>	<b>\$2M</b>
<b>Net Income after tax</b>	<b>\$(0,150)M</b>

**Statement of Financial Position** **31 Dec, 2017**  
**(Non-Audited)**

<b>Working Capital</b>	<b>\$6M</b>
<b>Total Assets</b>	<b>\$7M\$</b>
<b>Total Liabilities</b>	<b>\$1M</b>

**Private Placement**

The Corporation and Disturbance shall have completed a private placement for aggregate subscriptions of a minimum gross proceed of \$2,000,000 and of a maximum of \$4,000,000 (the "Private Placement"). In consideration for the subscriptions received, the Corporation will issue a minimum of 40,000,000 Common Share post-Consolidation and maximum of 80,000,000 Common Share post-Consolidation of the Corporation at a price of \$0.05 each. Each Common Share issued pursuant to the Private Placement will be subject to a mandatory holding period of four (4) months and one (1) day from the closing date.

**Preliminary Private Placement**

Prior to the Change of Business, Disturbance intends to proceed with the Preliminary Private Placement of 5,000,000 common shares of Disturbance at a price of \$0.02 per share for a gross proceed of \$100,000. Each such share issued pursuant to the Preliminary Private Placement will be subject to a mandatory holding period of four (4) months and one (1) day from the closing date.

**Pro Forma Capitalization**

Upon completion of the Transaction (including the Consolidation and the minimum Private Placement), approximately 97,579,554 Common Shares post-Consolidation of the resulting issuer will be issued and outstanding. It is expected that 50M Common Shares of the resulting issuer, representing 51,24% of Common Shares, will be held by founders, insiders and promoters and 45M Common Shares, representing around 46,09% of Common Shares will be held by public shareholders.

**Board of Directors and Senior Management of the Resulting Issuer**

The Board of Directors of the resulting issuer shall be composed of five (5) members, one (1) of which shall be appointed by the Corporation and four (4) by Disturbance. It is agreed that the President of Disturbance will be appointed Chairman of the Board and Chief executive officer of the resulting issuer.

## **Main Closing Conditions**

The main closing conditions that must be met at the closing of the Change of Business are: (i) the approval of the Transaction, including the Consolidation and the change of name, by the Corporation's special shareholder's meeting; and (ii) the approval of the Transaction by the Exchange and any other applicable regulatory authorities.

### **ITEM 6 Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

### **ITEM 7 Omitted Information**

Not applicable.

### **ITEM 8 Executive Officer**

For further information, please contact Mr. Bertrand Brassard, President and Chief Executive Officer, at (418) 817-0806.

### **ITEM 9 Date of Report**

August 11, 2017.