

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Dragonfly Capital Corp. (the “**Company**”)
#905 – 1030 West Georgia Street
Vancouver, BC V6E 2Y3

Item 2 Date of Material Change

March 21, 2018

Item 3 News Release

A news release dated March 21, 2018 was disseminated to the TSX Venture Exchange and through various other approved public media and filed on SEDAR with the securities commissions of British Columbia and Alberta.

Item 4 Summary of Material Change(s)

The Company closed its previously announced non-brokered private placement by issuing 10,000,000 common shares of the Company at a price of \$0.075 per share and raising gross aggregate proceeds of \$750,000.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company closed its previously announced non-brokered private placement (the “**Private Placement**”) by issuing 10,000,000 common shares (the “**Shares**”) of the Company at a price of \$0.075 per Share and raising gross aggregate proceeds of \$750,000.

The proceeds raised from the Private Placement will be used to identify and evaluate assets or businesses for a qualifying transaction and for general working capital purposes.

The Shares are subject to a four month hold period expiring on July 22, 2018.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Harry Chew, President, CEO and CFO
Tel: (604) 689-2646

Item 9 Date of Report

March 21, 2018