FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Peekaboo Beans Inc.
Unit 610 - 13211 Delf Place
Richmond, British Columbia
V6V 2A2

Item 2: Date of Material Change

October 3, 2016

Item 3: News Release

On October 3, 2016, Peekaboo Beans Inc. (the "**Company**" or "**Peekaboo**") issued a news release through the facilities of Marketwired.

Item 4: Summary of Material Change

Further to its news release of September 26, 2016, wherein the Company announced the completion of an initial tranche of its private placement financing of units ("**Unit Financing**"), raising $1,050,468 in conjunction with its reverse takeover transaction and listing on the TSX Venture Exchange, the Company is pleased to further announce that it intends to continue its plan to raise up to a total of $2,520,000 incidental to this Unit Financing, as set out in its news release of June 2, 2016. In addition, the Company announced that it has, subject to regulatory approval, retained Venture Liquidity Providers Inc. ("**VLP**") to initiate its market-making service to provide assistance in maintaining an orderly trading market for the common shares of the Company.

Item 5: Full Description of Material Change

<u>Unit Financing</u>

The Company announced that it intends to continue its plan to raise up to a total of $2,520,000 incidental to this Unit Financing. The terms of the Unit Financing had altered slightly since the June 2, 2016 news release. The Unit Financing consists of the issuance of units at a price of $1.05 per unit. Each unit will consist of one common Share of Peekaboo ("**Peekaboo Share**") and one share purchase warrant ("**Peekaboo Warrant**"), entitling the holder to purchase one additional Peekaboo Share at a price of $1.25 for a period of one year following the date of issuance of the warrant. The Company may pay finder's fees in connection with a portion of the financing, comprising of cash equal to 7% of the gross proceeds raised from subscriptions introduced by such finders and share purchase warrants (the "**Finder Warrants**") equal to 10% of the number of Units sold to subscribers introduced by such finders, exercisable at a price of $1.25 for one year following the date of issuance. The aggregate gross proceeds from the financing are intended to be used to fund the production-to-payment cycle associated with direct-sales, to invest in training and recruitment for Canadian expansion and for working capital and general corporate purposes. All the securities issued pursuant to this financing will be subject to a four-month hold period. Completion of the financing is subject to receipt of all required regulatory and other approvals, including acceptance by the TSX Venture Exchange. The financing is not subject to any minimum aggregate subscription.

Venture Liquidity Providers Inc.

The Company also announced that it has, subject to regulatory approval, retained VLP to initiate its market-making service to provide assistance in maintaining an orderly trading market for the common shares of the Company. The market-making service will be undertaken by VLP through a registered broker, W.D. Latimer Co. Ltd., in compliance with the applicable policies of the TSX Venture Exchange and other applicable laws. For its services, the corporation has agreed to pay VLP $5,000.00 per month for a period of 12 months. The agreement may be terminated at any time by the Company or VLP. The Company and VLP act at arm's length, and VLP has no present interest, directly or indirectly, in the Company or its securities. The finances and the shares required for the market-making service are provided by W.D. Latimer. The fee paid by the company to VLP is for services only. VLP is a specialized consulting firm based in Toronto providing a variety of services focused on TSX-V listed issuers.

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 senior officer of the Company is knowledgeable about the material change and this report:

Mrs. Traci Costa
Chief Executive Officer and President
(604) 279-2326
traci@peekaboobeans.com

Item 9: Date of Report

October 13, 2016