FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of the Company

Peekaboo Beans Inc. (the "**Corporation**")
170 – 11120 Bridgeport Road
Richmond, British Columbia V6X 1T2

2. Date of Material Change

December 20, 2017.

3. News Release

A news release with respect to the material changes referred to in this report was disseminated on December 20, 2017 through the facilities of Marketwired and subsequently filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**") website at www.sedar.com. See Schedule "A" attached hereto for a copy of the news release.

4. Summary of Material Change

The Corporation disseminated a news release on December 20, 2017 announcing that it completed the closing of its previously private placement (the "**Private Placement**") of common shares in the capital of the Corporation (the "**Common Shares**").

The Private Placement was brokered by Canaccord Genuity Corp. ("**Canaccord**") and Gravitas Securities Inc. (together with Canaccord, the "**Agents**") and also included a non-brokered component that closed concurrently. The Private Placement consisted of the issuance of an aggregate of 2,488,500 Common Shares at a price of $0.60 per Common Share for aggregate gross proceeds of $1,493,100.00. The brokered portion of the Private Placement consisted of the issuance of 2,113,334 Common Shares and the non-brokered portion of the Private Placement consisted of the issuance of 375,166 Common Shares. The Agents were paid a commission comprised of a cash fee in the amount of $101,440.03 and issued an aggregate of 169,066 Agents' warrants. Each Agents' warrant is exercisable for one Common Share at a price of $0.60 per Common Share for a period of 24 months from the date of issue. In addition, the Company also issued the Agents 105,666 Common Shares as a corporate finance fee in connection with the Private Placement.

5. Full Description of Material Change

5.1 Full Description of Material Change

Please see Schedule "A" attached hereto for a copy of the news release.

5.2 Disclosure for Restructuring Transaction

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information please contact Traci Costa, Chief Executive Officer of the Corporation, at 604-279-2326.

9. Date of Report

January 3, 2018.

Schedule “A”

News Release

(Please see the attached)

Peekaboo Beans Completes Closing of Private Placement Co-led by Canaccord Genuity and Gravitas Securities

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAWS.

VANCOUVER, BC – December 20, 2017-- Peekaboo Beans Inc. ("**Peekaboo Beans**" or the "**Company**") (TSXV-BEAN), a direct-sales retailer of children's apparel, is pleased to announce that it has completed the closing of its previously announced private placement for aggregate gross proceeds for approximately $1.5 million dollars (the "**Private Placement**"). The Company intends to use the proceeds from the Private Placement for its US expansion and expanding operations in Eastern Canada which will include, in each case, sales training, marketing initiatives, software development and inventory.

The Private Placement was brokered by Canaccord Genuity Corp. ("**Canaccord**") and Gravitas Securities Inc. (together with Canaccord, the "**Agents**") and also included a non-brokered component that closed concurrently. The Private Placement consisted of the issuance of an aggregate of 2,488,500 common shares of the Company (the "**Common Shares**") at a price of $0.60 per Common Share for aggregate gross proceeds of $1,493,100.00. The brokered portion of the Private Placement consisted of the issuance of 2,113,334 Common Shares and the non-brokered portion of the Private Placement consisted of the issuance of 375,166 Common Shares. The Agents were paid a commission comprised of a cash fee in the amount of $101,440.03 and issued an aggregate of 169,066 Agents' warrants. Each Agents' warrant is exercisable for one Common Share at a price of $0.60 per Common Share for a period of 24 months from the date hereof. In addition, the Company also issued the Agents 105,666 Common Shares as a corporate finance fee in connection with the Private Placement.

All securities issued under the Private Placement, including securities issuable on exercise thereof, are subject to a hold period expiring four months and one day from the date hereof.

About Peekaboo Beans

Peekaboo Beans Inc. is a high-quality, ethically manufactured children's apparel brand sold exclusively through its direct-sales network of Stylists or independent sales representatives. In line with its mission, Peekaboo Beans develops custom fabrics and designs its apparel to promote play in children's lives. Through the direct-sales model, Peekaboo Beans trains women to be entrepreneurs, build a business and generate income on their own terms.

Following closing of the Private Placement Peekaboo Beans has 14,488,701 Common Shares and 1,794,369 warrants outstanding.

Forward-Looking Information

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

This news release may include forward-looking information that is subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward-looking, including statements with respect to the use of proceeds from the Private Placement. Although the Company believes the expectations expressed in such forward-looking information are based on reasonable assumptions, such information is not a guarantee of future performance and actual results or developments may differ materially from those contained in forward-looking information. Factors that could cause actual results to differ materially from those in forward-looking information include, but are not limited to, fluctuations in market prices, successes of the operations of the Company, continued availability of capital and financing and general economic, market or business conditions. There can be no assurances that such information will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. The Company does not assume any obligation to update any forward-looking information except as required under the applicable securities laws.

For further information, please contact:
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