

**FORM 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

Pinetree Capital Ltd. (“**Pinetree**”)  
1965 Queen Street East, Suite 200  
Toronto, Ontario, Canada  
M4L 1H9

**Item 2 Date of Material Change**

May 17, 2021.

**Item 3 News Release**

A news release was issued on May 17, 2021 through the facilities of Accesswire.

**Item 4 Summary of Material Change**

On May 17, 2021, Pinetree announced the closing of its previously announced rights offering. Under the rights offering, rights holders purchased an aggregate of 9,420,198 common shares of Pinetree (“**Common Shares**”) at a subscription price of C\$1.85 per Common Share for aggregate gross proceeds of approximately C\$17.4 million, the net proceeds of which will be used by Pinetree for general corporate purposes, including to make additional investments. No fees or commissions were paid in connection with the rights offering. However, Pinetree incurred approximately C\$150,000 of expenses in connection with the rights offering.

To the knowledge of Pinetree, insiders of Pinetree (which includes L6 Holdings Inc. (“**L6**”), Peter Tolnai and Shezad Okhai, John Bouffard and Ian Howat), as a group, subscribed for and received an aggregate of 4,257,174 Common Shares pursuant to the basic subscription privilege and 551,402 Common Shares pursuant to the additional subscription privilege. All other rights holders, as a group, subscribed for and received an aggregate of 4,091,082 Common Shares pursuant to the basic subscription privilege and 520,540 Common Shares pursuant to the additional subscription privilege. To the knowledge of Pinetree, no person became an insider as a result of the rights offering.

L6 (a family holding company owned indirectly by Pinetree’s President, Damien Leonard, and certain of his siblings), subscribed for and received 3,516,202 Common Shares under the rights offering. Upon closing of the rights offering, a total of 18,840,396 Common Shares were issued and outstanding, of which L6 beneficially owns 6,630,153, representing approximately 35.2% of the issued and outstanding Common Shares. Upon closing of the rights offering, to the knowledge of Pinetree, Peter Tolnai and Shezad Okhai beneficially own 7.9% and 4.6%, respectively, of the issued and outstanding Common Shares.

**Item 5 Full Description of Material Change**

*5.1 - Full Description of Material Change*

Please see the news release attached as Schedule “A” for a full description of the material change.

*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**

No significant facts remain confidential in, and no information has been omitted from, this material change report.

**Item 8 Executive Officer**

For further information, please contact John Bouffard, Chief Financial Officer, at 416.941.9600 x 200.

**Item 9 Date of Report**

May 17, 2021.

**Schedule "A"**

See attached.

## PINETREE CAPITAL ANNOUNCES CLOSING OF RIGHTS OFFERING

*NOT FOR DISTRIBUTION TO ANY UNITED STATES NEWSWIRE SERVICES  
OR OTHERWISE FOR DISTRIBUTION IN THE UNITED STATES*

Toronto, ON, May 17, 2021, Pinetree Capital Ltd. (TSX: PNP) (“**Pinetree**”) today announced the closing of its previously announced rights offering. Under the rights offering, rights holders purchased an aggregate of 9,420,198 common shares of Pinetree (“**Common Shares**”) at a subscription price of C\$1.85 per Common Share for aggregate gross proceeds of approximately C\$17.4 million, the net proceeds of which will be used by Pinetree for general corporate purposes, including to make additional investments. No fees or commissions were paid in connection with the rights offering. However, Pinetree incurred approximately C\$150,000 of expenses in connection with the rights offering.

To the knowledge of Pinetree, insiders of Pinetree (which includes L6 Holdings Inc. (“**L6**”), Peter Tolnai and Shezad Okhai, John Bouffard and Ian Howat), as a group, subscribed for and received an aggregate of 4,257,174 Common Shares pursuant to the basic subscription privilege and 551,402 Common Shares pursuant to the additional subscription privilege. All other rights holders, as a group, subscribed for and received an aggregate of 4,091,082 Common Shares pursuant to the basic subscription privilege and 520,540 Common Shares pursuant to the additional subscription privilege. To the knowledge of Pinetree, no person became an insider as a result of the rights offering.

L6 (a family holding company owned indirectly by Pinetree’s President, Damien Leonard, and certain of his siblings), subscribed for and received 3,516,202 Common Shares under the rights offering. Upon closing of the rights offering, a total of 18,840,396 Common Shares were issued and outstanding, of which L6 beneficially owns 6,630,153, representing approximately 35.2% of the issued and outstanding Common Shares. Upon closing of the rights offering, to the knowledge of Pinetree, Peter Tolnai and Shezad Okhai beneficially own 7.9% and 4.6%, respectively, of the issued and outstanding Common Shares.

The securities offered have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the “United States” (as defined in Regulation S under the U.S. Securities Act). This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities within the United States, and the securities offered may not be offered or sold in or into the United States unless registered under the U.S. Securities Act and applicable state securities laws, or pursuant to an exemption from such registration requirements as described herein.

### **Forward-Looking Statements**

Certain statements herein may be “forward looking” statements that involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of Pinetree or the industry to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to vary significantly from the expectations discussed in the forward-looking statements. These forward-looking statements reflect current assumptions and expectations regarding future events and are made as of the date hereof and Pinetree assumes no obligation, except as required by

law, to update any forward-looking statements to reflect new events or circumstances. Accordingly, when relying on forward-looking statements to make decisions, Pinetree cautions readers not to place undue reliance on these statements, as forward-looking statements involve significant risks and uncertainties. Forward-looking statements in this news release include statements with respect to the intended use of the net proceeds of the rights offering.

**About Pinetree Capital Ltd.**

Pinetree is a value-oriented investment and merchant banking company focused on the technology sector. Pinetree's common shares are listed on the TSX under the symbol "PNP".

**For further information:**

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Chief Financial Officer  
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[www.pinetreecapital.com](http://www.pinetreecapital.com)