FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

BSM Technologies Inc. (the "**Corporation**" or "**BSM**")
75 International Blvd., Suite 100
Toronto, Ontario M9W 6L9

Item 2. **Date of Material Change**

September 30, 2015.

Item 3. **New Release**

A news release was issued by the Corporation on October 1, 2015, and distributed through the services of CNW Group Ltd. and filed on SEDAR.

Item 4. **Summary of Material Change**

On September 30, 2015, BSM and Webtech Wireless Inc. ("**Webtech Wireless**") completed the previously announced "merger of equals" type of transaction of the two companies pursuant to a plan of arrangement under the *Business Corporations Act* (British Columbia) (the "**Arrangement**"), whereby BSM has acquired all of the issued and outstanding common shares of Webtech Wireless ("Webtech Wireless Shares").

Pursuant to the Arrangement, Webtech Wireless has become a wholly-owned subsidiary of BSM and all of the issued and outstanding Webtech Wireless Shares were transferred to BSM in consideration for the issuance by BSM of $0.52 in cash plus 2.136 BSM common shares ("**BSM Shares**") for each Webtech Wireless Share (the "**Exchange Ratio**").

Pursuant to the Arrangement and effective upon closing of the Arrangement, the directors of BSM are: (i) Mr. Frank Maw; (ii) Mr. Pierre Belanger; (iii) Mr. Aly Rahemtulla; (iv) Mr. Leonard Metcalfe; (v) Mr. John Gildner; and (vi) Mr. Andrew Gutman. Mr. Gutman, Mr. Metcalfe and Mr. Gildner were previously directors of Webtech Wireless. Joining the current BSM senior executive team from Webtech Wireless is Larry Juba as the Chief Operating Officer.

Item 5. **Full Description of Material Change**

On September 30, 2015, BSM and Webtech Wireless completed the previously announced Arrangement, whereby BSM has acquired all of the issued and outstanding Webtech Wireless Shares.

Pursuant to the Arrangement, Webtech Wireless has become a wholly-owned subsidiary of BSM and all of the issued and outstanding Webtech Wireless Shares were transferred to BSM in consideration for the issuance by BSM of $0.52 in cash plus 2.136 BSM Shares for each Webtech Wireless Share. In addition, each outstanding option to acquire Webtech Wireless Shares was exchanged for a BSM replacement option exercisable for BSM Shares, with the number and price adjusted by the Exchange Ratio. Pursuant to the Arrangement, an aggregate of 43,180,516 BSM Shares have been issued to former holders of Webtech Wireless Shares, and an aggregate of 1,636,069 BSM Shares are reserved for issuance pursuant to the exercise of the replacement options. Following the Arrangement, BSM has 89,855,602 BSM Shares outstanding, with BSM shareholders owning approximately 51% of the BSM Shares and former Webtech Wireless shareholders owning approximately 49% of the BSM Shares (excluding BSM Shares that are held in escrow).

Shareholders of Webtech Wireless approved the Arrangement on September 23, 2015, while shareholders of BSM approved the issuance of the shares pursuant to the Arrangement on the same date, and the Supreme Court of British Columbia issued the final order approving the Arrangement on September 25, 2015.

Pursuant to the Arrangement and effective upon closing of the Arrangement, the directors of BSM are: (i) Mr. Frank Maw; (ii) Mr. Pierre Belanger; (iii) Mr. Aly Rahemtulla; (iv) Mr. Leonard Metcalfe; (v) Mr. John Gildner; and (vi) Mr. Andrew Gutman. Mr. Gutman, Mr. Metcalfe and Mr. Gildner were previously directors of Webtech Wireless. Joining the current BSM senior executive team from Webtech Wireless is Larry Juba as the Chief Operating Officer.

Full details of the Arrangement and certain other matters can be found in the joint management information circular (the "**Joint Circular**") of BSM and Webtech Wireless dated August 19, 2015. An electronic copy of the Joint Circular is available on BSM's website at www.bsmwireless.com and under the issuer profile of BSM on SEDAR at www.sedar.com.

BSM also received conditional approval from the TSX to graduate from the TSX Venture Exchange and list the BSM Shares on the TSX.

Final approval of the listing of the BSM Shares on the TSX is subject to BSM meeting certain standard requirements of the TSX. BSM expects to satisfy all of the necessary conditions. Upon its listing on the TSX, the BSM Shares will continue to trade under the symbol "GPS". In connection with the listing on the TSX, the BSM Shares will be delisted from the TSX Venture Exchange, such delisting to be effective as of the date such securities commence trading on the TSX.

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

The report is not being filed on a confidential basis.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officer**

Aly Rahemtulla

President and Chief Executive Officer
Telephone: (416) 675-1201

Item 9. **Date of Report**

DATED at Toronto, in the Province of Ontario, this 2nd day of October, 2015.

Cautionary Note Regarding Forward-Looking Statements

This material change report includes certain forward-looking statements or information under applicable Canadian, U.S. and other securities laws. Such forward-looking information and statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “believe”, “plan”, “estimate”, “expect” and “intend” and statements that an event or result “may”, “will”, “should”, “could”, or “might” occur or be achieved and any other similar expressions. Such forward-looking information includes but is not limited to, statements with respect to the timing and possible outcome of regulatory matters, including BSM’s application to graduate to the TSX. These forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the ability of the parties to receive, in a timely manner and on satisfactory terms, the necessary stock exchange and regulatory approvals. Management believes that these assumptions are reasonable; however, some risks include, but are not limited to, non-completion of BSM’s application to graduate to the TSX, including due to the parties failing to receive, in a timely manner and on satisfactory terms, the necessary stock exchange and regulatory approvals. Readers are cautioned that this information may not be appropriate for any other purposes. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those contained in the forward-looking information. Some of these risks, uncertainties and other factors are described under the heading “Risk Factors” in BSM’s annual management’s discussion and analysis and in the Joint Circular, each available at www.sedar.com. Forward-looking information is based on estimates and opinions of management at the date the statements are made. Except as required by applicable law, BSM does not undertake any obligation to update forward-looking information. Readers should not place undue reliance on forward-looking information.