

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1           Name and Address of Company**

Duncan Park Holdings Corporation  
329 - 3219 Yonge Street  
Toronto, Ontario M4N 3S1

**Item 2           Date of Material Change**

October 29, 2018

**Item 3           News Release**

A news release was issued on October 29, 2018 through Globe Newswire and subsequently filed on SEDAR.

**Item 4           Summary of Material Change**

Duncan Park Holdings Corporation (the “**Company**”) announced that Jeremy J. Goldman had been appointed as a director of the Company.

**Item 5           Full Description of Material Change**

The Company announced that Jeremy J. Goldman had been appointed as a director of the Company.

Mr. Goldman, currently a financial consultant with Klick Inc., previously served as CEO of Vaster Inc., a mobile messaging application provider, from 2016 to 2018, COO/CFO of Kooltra Ltd., a financial technology company, from 2015 to 2016, and as President of Foundation Markets Inc., an exempt market dealer, for nearly 10 years through 2015.

Mr. Goldman, who earned an MBA from York University's Schulich School of Business and holds a Chartered Financial Analyst designation, also previously served as a director of Lakeside Minerals Inc., a TSX Venture Exchange-listed mineral exploration company, and Rigel Technologies Inc., an unlisted reporting issuer.

Mr. Goldman's appointment was made in connection with the Company's recently completed private placement of debentures, pursuant to which the lead investor had the right to appoint one additional director to the board of directors of the Company for the period ending with the completion of the next shareholders meeting of the Company.

**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**

Harold Doran, Chief Financial Officer, Tel: (416) 524-1313

**Item 9          Date of Report**

October 31, 2018