FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

Item 1 Name and Address of Company

Wayland Group Corp. (the "**Company**")
845 Harrington Court, Unit 3
Burlington, Ontario
L7N 3P3

Item 2 Date of Material Change

February 20, 2019

Item 3 News Release

A news release in respect of the material change was disseminated on February 20, 2019 through the facilities of GlobeNewswire and subsequently filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**"). A copy of the news release is available on SEDAR at www.sedar.com.

Item 4 Summary of Material Change

On February 20, 2019, the Company announced that it had entered into a subscription agreement (the "**Subscription Agreement**") with European High Growth Opportunities Securitization Fund (the "**Investor**"), pursuant to which the Investor agreed to subscribe for senior unsecured convertible debentures (the "**Debentures**") in an aggregate principal amount of up to C$20,000,000, issuable in up to five facilities (each a "**Facility**"). The Company also announced the closing of the first such Facility on February 20, 2019 (the "**First Closing**"), in connection with which a Debenture in the principal amount of C$4,000,000 and 2,592,591 warrants to purchase common shares of the Company ("**Common Shares**") were issued to the Investor.

Item 5 Full Description of Material Change

On February 20, 2019, the Company entered into the Subscription Agreement, pursuant to which the Investor agreed to subscribe for Debentures in an aggregate principal amount of up to C$20,000,000 across up to five Facilities. The Company also announced the First Closing, in connection with which the Company issued to the Investor a Debenture in the principal amount of C$4,000,000, 1,851,851 warrants maturing on February 20, 2022 ("**Commitment Warrants**") and 740,740 warrants maturing on February 20, 2024 ("**Facility Warrants**" and, together with the Commitment Warrants, "**Warrants**") for a total subscription price of C$3,800,000. Each Commitment Warrant and Facility Warrant is exchangeable for one Common Share upon payment of an exercise price of C$1.35.

The Debentures are non-interest bearing, mature one year following issuance and are convertible into Common Shares at the election of the Investor at a conversion price based on the then current market price of the Common Shares. The Debentures may also be redeemed in cash prior to maturity (a) at the option of the Investor upon the occurrence of certain events of default, and (b) at the Company's option upon payment of a 10% premium. The Subscription Agreement provides that the subscription price of each remaining Debenture (together with the attached Facility Warrants) will be 95% of its aggregate principal amount.

Pursuant to the Subscription Agreement, in connection with each subsequent Facility, the Company will issue to the Investor (a) a Debenture in the principal amount of C$4,000,000 and (b) Facility Warrants to purchase C$1,000,000 of Common Shares. Each such Facility Warrant will be exercisable for one Common Share at an exercise price to be determined at the time of issuance, and will expire on the fifth anniversary of its issuance.

The Company has paid a commitment fee of 2.5% of the full aggregate principal amount of the Debentures and a facility fee of 2.5% of the principal amount of the Debentures issued at the time of the First Closing. An additional facility fee of 2.5% will apply to the principal amount of the Debenture issued in connection with each additional Facility.

The net proceeds raised under the Facilities are expected to be used for capital projects and other general corporate purposes. A copy of the Subscription Agreement is available on SEDAR.

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

Benjamin Ward, Chief Executive Officer
Telephone: 289-288-6274.

Item 9 Date of Report

February 26, 2018

Forward Looking Information

This material change report includes forward-looking information and statements, which may generally be identified by the use of the words "will", "intention", "expects", "is expected to", "subject to", and variations or similar expressions and which include, but are not limited to, information and statements regarding or inferring the future business, operations, financial performance, prospects, and other plans, intentions, expectations, estimates, and beliefs of the Company. Such statements include those relating to the closing of additional Facilities, the issuance of further Debentures and Warrants, if any, and the expected use of proceeds from the issuance of Debentures and Warrants. Forward-looking information and statements involve and are subject to assumptions and known and unknown risks, uncertainties, and other factors which may cause actual events, results, performance, or achievements of the Company to be materially different from future events, results, performance, and achievements expressed or implied by forward-looking information and statements herein. Such assumptions, risks, uncertainties and other factors include, but are not limited to, that the Company will not default under its agreement with the Investor or under the terms of the Debentures or Warrants, that all necessary stock exchange, securityholder regulatory and other approvals will be received in connection with issuance of additional Facilities and that the Company will be able to continue to operate its business as planned and certain matters relating to the conduct and outcome of the Company's ongoing strategic review. Although the Company believes that any forward-looking information and statements herein are reasonable, in light of the use of assumptions and the significant risks and uncertainties inherent in such information and statements (including the risk that some or all of the assumptions made by the Company may prove to have been incorrect), there can be no assurance that any such forward-looking information and statements will prove to be accurate, and accordingly readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance upon such forward-looking information and statements. Any forward-looking information and statements herein are made as of the date hereof, and except as required by applicable laws, the Company assumes no obligation and disclaims any intention to update or revise any forward-looking information and statements herein or to update the reasons that actual events or results could or do differ from those projected in any forward looking information and statements herein, whether as a result of new information, future events or results, or otherwise, except as required by applicable laws.