FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

BeWhere Holdings Inc.
3264 Lakeshore Blvd. West
Etobicoke, ON, M8V 1M4

Item 2 Date of Material Change

September 16, 2016

Item 3 News Release

The Corporation issued its press release on September 16, 2016 through the facilities of Marketwired.

Item 4 Summary of Material Change

The Corporation has closed its non-brokered private placement of 8,533,332 Units for an aggregate purchase amount of $1,280,000. The Corporation has also retired $80,000 of debt owed to Senior Management by issuing 533,333 common shares at a deemed price of $0.15 per share.

Item 5 Full Description of Material Change

See the attached copy of the Press Release of the Corporation dated September 16, 2016.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

n/a

Item 7 Omitted Information

n/a

Item 8 Executive Officer

To obtain further information, contact Owen Moore, President of the Corporation at (844) 229-4373

Item 9 Date of Report

September 19, 2016

NEWS RELEASE

BeWhere Holdings Inc. Announces
Closing of Private Placement and Shares for Debt Settlement.

TORONTO, ONT, SEPTEMBER 16, 2016 - BeWhere Holdings Inc. (TSXV: BEW) (**"BeWhere"** or the **"Company"**), is pleased to announce that further to its news release dated August 30, 2016 it has closed a non-brokered private placement of 8,533,332 Units (the “Units”) of BeWhere at a price of $0.15 per Unit for gross proceeds of $1,280,000. Of the total gross proceeds, $200,000 was subscribed by Owen Moore and Chris Panczuk, directors and officers of the Company.

Each Unit consists of one common share in the capital of the Company and one half share purchase warrant (a "**Warrant**"). Each full Warrant will entitle the holder to purchase one additional common share in the capital of the Company (a "**Warrant Share**") at a price of $0.25 per Warrant Share, on or before September 15, 2019. The net proceeds from the Units will be used for general corporate working capital.

A finder’s fee will be paid by the Company to finders who introduced to the Company purchasers of Units in relation to the private placement, which finder’s fee is payable: (i) in cash in the aggregate amount of $73,850 which is equal to 7% of the gross proceeds of sale of Units to such purchasers; and (ii) warrants to purchase an aggregate of 492,333 Units which is equal to 7% of the number of Units sold to such purchasers, which warrants expire on September 15, 2019.

In addition to the private placement, the Company also retired $80,000 of debt owed to Senior Management by issuing 533,333 common shares at a price of $0.15 per share.

The securities issued pursuant to the private placement and the debt retirement, and the securities issuable to the finders are subject to the statutory 4 month hold period as prescribed by regulatory authorities that expires on January 17, 2017.

BeWhere designs and manufactures Bluetooth beacons that in combination with mobile applications, middle-ware and cloud based solutions, provide users with real-time information on the condition and location of their items in transit or at facilities

ON BEHALF OF THE BOARD

"Owen Moore"
CEO & Director

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

Cautionary Statements Regarding Forward Looking Information

Certain statements in this press release constitute forward-looking statements, within the meaning of applicable securities laws. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, are "forward-looking statements".

We caution you that such "forward-looking statements" involve known and unknown risks and uncertainties that could cause actual and future events to differ materially from those anticipated in such statements.

Forward-looking statements include, but are not limited to, statements with respect to commercial operations, including technology development, anticipated revenues, projected size of market, and other information that is based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

BeWhere Holdings Inc. (the "**Company**") does not intend, and does not assume any obligation, to update these forward-looking statements except as required by law. These forward-looking statements involve risks and uncertainties relating to, among other things, technology development and marketing activities, the Company's historical experience with technology development, and uninsured risks. Actual results may differ materially from those expressed or implied by such forward-looking statements.

Facebook: https://www.facebook.com/bewhereinc/
LinkedIn: https://www.linkedin.com/company/bewhere-inc-

CONTACT INFORMATION
BeWhere Inc.
Owen Moore
CEO
1 (844) 229-4373
info@bewhere.com