

**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**

October 21, 2016

**Item 3      News Release**

The Corporation issued its press release on October 21, 2016 through the facilities of Marketwired.

**Item 4      Summary of Material Change**

The Corporation has appointed Mark Kohler as a director of the Corporation.

**Item 5      Full Description of Material Change**

See the attached copy of the Press Release of the Corporation dated October 21, 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 Robert Allen, Chief Financial Officer of the Corporation at (604) 312-6874

**Item 9      Date of Report**

November 2, 2016



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## NEWS RELEASE

### BeWhere Holdings Inc. Announces New Director

**TORONTO, ONT, OCTOBER 21, 2016 - BeWhere Holdings Inc. (TSXV: BEW) ("BeWhere" or the "Company")**, is pleased to have Mr. Mark Kohler join the Company's Board of Directors effective immediately. Mr. Kohler is a leader in the technology and financial services industry with over 29 years of experience as an investor, entrepreneur, senior executive, and board member at some of Canada's leading public and private organizations. He is currently Chairman & CEO of Exelerate Inc., an advisory group that provides strategic services to the technology, healthcare, and financial institutions sectors in both Canada and the US. Mr. Kohler is also a Chartered Professional Accountant, Chartered Accountant, and a designated ICD.D with the Institute of Corporate Directors.

"Mark is an accomplished business leader with a background of delivering shareholder value. Recently, as the Executive Chairman of QHR Corporation, Mark championed that Company's strategy and profitable transformation that led to its \$170 million sale to Loblaw Companies Ltd. We are excited to attract a Director of Mark's stature and look forward to leveraging his network and experience," said Owen Moore, CEO of BeWhere Holdings Inc.

"I am excited by the potential of the BeWhere product and its application to a broad spectrum of industries. Using technology like BeWhere's to improve efficiencies, reduce costs and improve the quality of information about the location and the condition of assets is the future of logistics," said Mr. Mark Kohler.

Mr. Kohler will be granted 350,000 options at \$0.195 upon approval from the TSX Venture Exchange.

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, 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

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CEO

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