Form 51 – 102F3

Material Change Report

1. **Name and Address of Company**

D-BOX Technologies Inc.
2172 rue de la Province
Longueuil, Québec J4G 1R7

2. **Date of Material Change**

November 4, 2016.

3. **News Release**

D-BOX Technologies Inc. ("**D-BOX**") issued a press release with respect to the material change described below on November 4, 2016 via Marketwired.

4. **Summary of Material Change**

D-BOX has entered into an exclusive distribution agreement with Hangzhou JC City Management Investment Group Limited, a wholly-owned subsidiary of Gold Finance Group (Gold Finance), to distribute and promote D-BOX's high-end home entertainment motion system in China.

5. **Full Description of Material Change**

5.1. **Full Description of Material Change**

On November 4, 2016, D-BOX has entered into an exclusive distribution agreement (the "**Agreement**") with Hangzhou JC City Management Investment Group Limited, a wholly-owned subsidiary of Gold Finance Group (Gold Finance), to distribute and promote D-BOX's high-end home entertainment motion system in China.

Under the terms of the Agreement, Gold Finance is purchasing D-BOX motion systems valued at US$3.1 million to be delivered in the next 15 months. In order to maintain its exclusivity in China (excluding Taiwan, Macau and Hong Kong), it is required to purchase at least US$22 million of D-BOX motion systems over the next five years. Gold Finance has the right to terminate the Agreement upon 30 days' notice without any further liability or obligation on its part, except for orders already placed.

This material change report may contain forward-looking statements with respect to D-BOX and its operations, strategy, financial performance and condition. These statements generally can be identified by use of forward-looking words such as "may", "will", "expect", "estimate", "anticipate", "intends", "believe" or "continue" or the negative thereof or similar variations. The actual results and performance of D-BOX could differ materially from those expressed or implied by such statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Some important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, competition, changes in government regulation and the factors described under

"Risk Factors" in the annual information form of D-BOX dated June 21, 2016. The cautionary statements qualify all forward-looking statements attributable to D-BOX and persons acting on its behalf. Unless otherwise stated, all forward-looking statements speak only as of the date of this material change report and D-BOX has no obligation to update such statements.

5.2. Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

The senior officer who can answer questions regarding this report is Mr. Luc Audet, Chief Financial Officer of D-BOX. Mr. Audet can be reached at (450) 442-3003.

9. Date of Report

November 11, 2016.