

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

1. Name and Address of Company

Kuuhubb Inc. (the “**Company**”)
1 First Canadian Place
100 King Street West, Suite 7070
Toronto, Ontario M5X 1E3

2. Date of Material Change

August 1, 2017 and August 11, 2017

3. News Release

A press release disclosing each material change was released on August 1, 2017 and August 11, 2017, respectively, through the facilities of Marketwired and Newsfile Corp.

4. Summary of Material Change

On August 1, 2017, the Company announced additional details of the private placement financing originally disclosed by press release dated July 10, 2017. The Company announced that the proposed offering would consist of an aggregate of up to 16,445,000 subscription receipts (the “**Subscription Receipts**”) to be issued by the Company at an issue price of C\$1.05 per Subscription Receipt for aggregate gross proceeds of up to C\$17,267,250 (the “**Offering**”).

On August 11, 2017, the Company announced that it had completed the Offering of Subscription Receipts led by Cormark Securities Inc. and including Echelon Wealth Partners Inc. (collectively the “**Agents**”). Pursuant to the terms of an agency agreement among the Company and the Agents dated August 11, 2017, the Offering included the sale of 16,445,000 Subscription Receipts at a price of C\$1.05 per Subscription Receipt, for aggregate gross proceeds of C\$17,267,250. The gross proceeds of the Offering less certain expenses of the Agents will be held in escrow on behalf of the subscribers of the Subscription Receipts by TSX Trust Company, acting as escrow agent and will be released to the Company upon completion of the escrow release conditions (as described in the August 11, 2017 press release) in connection with the acquisition of Sumoing Oy, as previously described in the press release of the Company dated June 23, 2017.

5. Full Description of Material Change

The material changes are fully described in the Company’s press releases which are attached hereto as Schedule “A” and Schedule “B” and are incorporated herein.

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

The report is not being filed on a confidential basis.

7. Omitted Information

Not applicable.

8. Executive Officer

For further information, contact Geoffrey Farr, Corporate Secretary of the Company, at (416) 366-2221.

9. Date of Report

This report is dated at Toronto, the 11th day of August, 2017.

SCHEDULE “A”



Press Release

KUUHUBB PROVIDES ADDITIONAL DETAILS OF PRIVATE PLACEMENT FINANCING

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Toronto, Canada – August 1, 2017 - Kuuhubb Inc. (“**Kuuhubb**” or the “**Company**”) (TSX-V: KUU) is pleased to provide additional details of the private placement financing originally disclosed by press release dated July 10, 2017. The proposed offering will consist of an aggregate of up to 16,445,000 subscription receipts (the “**Subscription Receipts**”) to be issued by the Company at an issue price of C\$1.05 per Subscription Receipt for aggregate gross proceeds of up to C\$17,267,250 (the “**Offering**”). The Subscription Receipts will be offered for sale on a best efforts private placement basis by Cormark Securities Inc. (“**Cormark**”) and Echelon Wealth Partners Inc. (the “**Agents**”). The Company plans to use the net proceeds of the Offering to fund the proposed acquisition of Sumoing Oy (the “**Acquisition**”) and for general corporate purposes. Reference is made to the Kuuhubb press release issued on June 23, 2017 for additional information in respect of the proposed Acquisition.

Each Subscription Receipt will entitle the holder thereof to receive one common share of the Company, without payment of additional consideration or further action, upon the satisfaction of the escrow release conditions described below. The Subscription Receipts will be issued pursuant to a subscription receipt agreement (the “**Subscription Receipt Agreement**”) to be entered into among the Company, Cormark and a subscription receipt agent to be determined. Pursuant to the Subscription Receipt Agreement, the gross proceeds from the Offering, less the Agents’ reasonable out-of-pocket expenses, will be held in escrow and will be released to the Company if, not later than 90 days after the closing of the Offering, (i) all necessary corporate, regulatory, shareholder and other approvals or consents necessary for the completion of the Acquisition and for the issuance of all common shares issuable upon the exercise of the Subscription Receipts have been obtained, and (ii) all of the conditions precedent to the Acquisition shall have been satisfied or waived on terms reasonably acceptable to the Agents. If, prior to such date, these conditions are not met or the Company advises the Agents or announces to the public that it does not intend to proceed with the Acquisition, the subscription receipt agent will release the escrowed funds to the purchasers of Subscription Receipts and no common shares of the Company will be issued.

All securities issued pursuant to the Offering will be subject to a statutory four month hold period from the closing date of the Offering in accordance with Canadian securities legislation.

The Offering is expected to close on or about August 10, 2017, and is subject to certain conditions including, but not limited to, the Company’s receipt of all necessary approvals, including the approval of the TSX Venture Exchange.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and

may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Kuuhubb

Kuuhubb is a company active in the digital space that focuses mainly on lifestyle and mobile video game applications. Its strategy is to create sustainable shareholder value through acquisitions of proven, yet underappreciated, assets with robust long-term growth potential. Headquartered in Helsinki, Finland, the Company has a global presence with a strong focus on developing U.S. brand collaborations and Asian partnerships.

Cautionary Note Concerning Forward-Looking Information

This press release contains forward-looking information. All statements, other than statements of historical fact, that address activities, events or developments that the Company believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding the completion of the proposed Acquisition, the business of Sumoing Oy, and the completion of the Offering and the use of proceeds therefrom) are forward-looking information. This forward-looking information reflects the current expectations or beliefs of the Company based on information currently available to the Company. Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on the Company. Factors that could cause actual results or events to differ materially from current expectations include, among other things, failure to complete the proposed Acquisition, failure to complete the Offering, the need to satisfy regulatory and legal requirements and other conditions with respect to the proposed Acquisition and the Offering, and the fact that the Company needs to raise financing to fund the purchase price payable to complete the proposed Acquisition. Forward-looking information speaks only as of the date on which it is provided and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise. Although the Company believes that the assumptions inherent in the forward-looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. securities laws.

Neither 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.

For further information, please contact:

Kuuhubb CEO, Jouni Keränen

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+358 40 590 0919

SCHEDULE “B”



Press Release

KuuHubb Announces Closing of C\$17,267,250 Subscription Receipt Financing

NOT FOR DISSEMINATION IN THE UNITED STATES

Toronto, Canada – August 11, 2017 – KuuHubb Inc. (“**KuuHubb**” or the “**Company**”) (TSX-V: KUU) is pleased to announce that it has completed its previously announced brokered private placement (the “**Offering**”) of subscription receipts (each, a “**Subscription Receipt**”) led by Cormark Securities Inc. (“**Cormark**”) and including Echelon Wealth Partners Inc. (collectively the “**Agents**”). The Agents have employed the services of UB Securities Ltd, a registered investment dealer in Finland, as Overseas Placement Agent. Pursuant to the terms of an agency agreement (the “**Agency Agreement**”) among the Company and the Agents dated August 11, 2017, the Offering included the sale of 16,445,000 Subscription Receipts at a price of C\$1.05 per Subscription Receipt, for aggregate gross proceeds of C\$17,267,250. The gross proceeds of the Offering less certain expenses of the Agents (the “**Escrowed Proceeds**”) will be held in escrow on behalf of the subscribers of the Subscription Receipts by TSX Trust Company, acting as escrow agent (the “**Escrow Agent**”) and will be released to the Company upon completion of the escrow release conditions as described below in connection with the acquisition of Sumoing Oy (the “**Acquisition**”) as previously described in the press release of the Company dated June 23, 2017.

Each Subscription Receipt will entitle the holder thereof to receive one common share of the Company, without payment of additional consideration or further action, upon the satisfaction of the escrow release conditions described below. The Subscription Receipts have been issued pursuant to a subscription receipt agreement (the “**Subscription Receipt Agreement**”) between the Company, Cormark and the Escrow Agent. Pursuant to the Subscription Receipt Agreement, the gross proceeds from the Offering, less the Agents’ reasonable out-of-pocket expenses, will be held in escrow and will be released to the Company if, not later than 90 days after the closing of the Offering, (i) all necessary corporate, regulatory, shareholder and other approvals or consents necessary for the completion of the Acquisition and for the issuance of all common shares issuable upon the exercise of the Subscription Receipts have been obtained, and (ii) all of the conditions precedent to the Acquisition shall have been satisfied or waived on terms reasonably acceptable to the Agents. If, prior to such date, these conditions are not met or the Company advises the Agents or announces to the public that it does not intend to proceed with the Acquisition, the Escrow Agent will release the escrowed funds to the purchasers of Subscription Receipts and no common shares of the Company will be issued. The Company expects to close the Acquisition the week of August 14th, 2017 and will provide a further press release upon closing of the Acquisition.

As consideration for the services provided by the Agents and certain selling group members in connection with the Offering: (a) the Agents and certain selling group members will receive CDN\$1,036,035 cash

commissions payable upon satisfaction of the escrow release conditions described above; and (b) the Agents and certain selling group members will receive an aggregate of 986,700 broker warrants of the Company (the “**Broker Warrants**”). Each Broker Warrant shall be exercisable into one common share in the capital of the Company following satisfaction of the escrow release conditions described above at an exercise price of C\$1.05 per share at any time until the date which is twenty-four (24) months following the closing of the Offering.

All securities issued pursuant to the Offering will be subject to a statutory four month hold period from the closing date of the Offering in accordance with Canadian securities legislation

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

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For further information, please contact:

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