

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Uniserve Communications Corporation (the “Company”)
Suite 330 – 333 Terminal Avenue
Vancouver, BC V6A 4C1

Item 2. Date of Material Change

June 5, 2018.

Item 3. News Release

News Releases dated June 5, 2018, were filed on SEDAR and disseminated via Canada Stockwatch, EBS Inc., and various other approved public media on June 5, 2018.

Item 4. Summary of Material Change

On June 5, 2018, the Company announced its entering into a definitive agreement to purchase the assets of RootCellar Technologies Corporation, and a 25,000,000 Unit private placement at \$0.14 per Unit;

Item 5. Full Description of Material Change

On June 5, 2018, the Company announced that had entered into a definitive agreement with RootCellar Technologies Corporation (“RootCellar”) to purchase the assets of RootCellar, a Managed Service Provider (MSP) based in southern Ontario Canada, focused on Disaster Recovery and Data Management. The acquisition of the RootCellar assets will provide Uniserve with a highly qualified pool of employees, a rich ecosystem of vendor partners, and an existing sales funnel with historical multi-year recurring profitable revenues projected to be circa \$8.5m by their year-end 31st July 2018.

The Company’s CEO Nicholas Jeffery stated: “With the acquisition of RootCellar, Uniserve will continue to drive its revenues, its enterprise mix of business and strengthen the partner alliances across Canada. RootCellar will integrate into Uniserve’s existing business in Kitchener and will gain the opportunity to work with a very experienced managed services technology and sales solutions team.”

The transaction is subject to TSXV approval and is expected to close on or before June 30, 2018. The transaction is an arm’s length transaction.

The Company's funding for the purchase will be through a private placement of 25,000,000 Units at \$0.14 per Unit, each Unit consisting of one common share and one transferable share purchase warrant. One warrant will be exercisable for one additional common share at \$0.16 per share as to one-quarter of the warrants being issued, for a nine-month period, and the remaining three-quarters being issued at \$0.20 per share for a two-year period. Directors of the Company are committed to participate in approximately 60% of the units being offered pursuant to this placement. \$2M of the proceeds from the private placement will be used for the acquisition of RootCellar and \$1.5M for general working capital purposes. A finder's fee may be payable in relation to this private placement and the same is subject to regulatory approval. The financing is subject to TSXV approval and all securities will be subject to a four month hold period.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Michael C. Scholz, Chairman of the Board
Telephone (604) 605-0166
Email: mcs@369terminal.com

Item 9 Date of Report

This Material Change Report is dated June 7, 2018.

UNISERVE COMMUNICATIONS CORPORATION

Per: "Michael C. Scholz"

**Michael C. Scholz
Chairman of the Board**