Form 51–102F3

Material Change Report

Item 1 Name and Address of Company

EFT Canada Inc. ("EFT Canada" or the "Company")
801 Eglinton Ave. W., Suite 400
Toronto, ON, M5N 1E3

Item 2 Date of Material Change

October 23, 2014

Item 3 News Release

A press release dated October 24, 2014 was disseminated via Marketwire, filed on SEDAR, and attached hereto as Schedule A.

Item 4 Summary of Material Change

On October 24, 2014, EFT Canada announced that its board of directors (the "**Board**") approved the adoption of a shareholder rights plan, the terms of which are contained in the shareholder rights plan agreement (the **"Rights Plan**") dated as of October 23, 2014 and Equity Financial Trust Company, as rights agent (the "**Rights Agent**"). The Rights Plan was adopted to allow the Board of EFT Canada to respond appropriately to an unsolicited take-over bid. EFT Canada is not adopting the Plan in response to any specific proposal to acquire control of its outstanding securities. The Plan will be similar to plans adopted by other Canadian companies and ratified by their shareholders.

Item 5 Full Description of Material Change

The following description of the Rights Plan is a summary only. Reference is made to the Rights Plan between the Corporation and Equity Financial Trust Company constituting the Rights Plan, a copy of which has been filed on SEDAR.

The Board approved the Rights Plan and authorized the issue of one right (a "**Right**") in respect of each outstanding Common Share (as defined in the Rights Plan) to holders of record as at 5:00 p.m. (Toronto time) on the effective date of the Rights Plan (the "**Record Time**") and each Common Share issued after the Record Time and prior to the earlier of the Separation Time (as defined below) and the Expiration Time (as defined in the Rights Plan).

Equity Financial Trust Company will act as Rights Agent, in connection with the maintenance of a register of the holders of Rights (following the Separation Time), the exercise of Rights, the issue of certificates evidencing the Rights and other related matters.

The principal terms and conditions of the Rights Plan are summarized below.

Term

The Rights Plan is in effect from and after 8:00 a.m. (Toronto time) on October 23, 2014 (the "**Effective Date**"). If the Rights Plan is not ratified by a resolution passed by at least a majority of the votes cast by Independent Shareholders (as defined in the Rights Plan) of the Corporation at a meeting held within six months (the "**First Meeting**") following the Effective Date, then the Rights Plan and any outstanding Rights will be terminated as at the earlier of the close of the First Meeting and the date that is six months after the Effective Date. If the Rights Plan is ratified by the Independent Shareholders of the Corporation, then the Rights Plan and any outstanding Rights will continue in effect until the close of the third annual meeting of shareholders of the Corporation occurring after the First Meeting. As well, the Board of the Corporation, in its sole discretion, have the power and authority to terminate the Rights Plan at any time.

Issuance of Rights
Under the terms of the Rights Plan, as at October 23, 2014 (the "Record Time"), one Right in respect of each outstanding Common Share has been issued to all holders of record of the Corporation's Common Shares. As well, one Right will be issued in respect of each Common Share issued after the Record Time and prior to the earlier of the Separation Time and the Expiration Time.

Exercise of Rights
The Rights are not exercisable initially. The Rights will separate from the Common Shares and become exercisable at the close of business on the tenth business day after the earlier of the first public announcement of facts indicating that a person has acquired Beneficial Ownership (as defined in the Rights Plan) of 20% or more of the Common Shares or the commencement of, or first public announcement of, the intention of any person to commence a take-over bid other than a Permitted Bid or Competing Permitted Bid (each defined in the Rights Plan), or the date upon which a Permitted Bid or Competing Permitted Bid ceases to be such, or such later time as the Board may determine (in any such case, the "**Separation Time**").

Flip-in Event
Subject to certain exceptions, upon the acquisition by any person (an "**Acquiring Person**") of Beneficial Ownership of 20% or more of the Common Shares (a "**Flip-in Event**") and following the Separation Time, each Right, other than a Right Beneficially Owned by an Acquiring Person, its affiliates and associates, or their respective joint actors and certain transferees, may be exercised to purchase that number of Common Shares which have a market value equal to two times the exercise price of the Rights. Rights beneficially owned by an Acquiring Person, its affiliates and associates, or their respective joint actors and certain transferees will be void and not capable of being exercised.

Certificates and Transferability
Prior to the Separation Time, certificates issued for Common Shares will evidence one Right for each Common Share represented by the certificate and will bear a legend to this effect. Prior to the Separation Time, Rights will not be transferable separately from the associated Common Shares. From and after the Separation Time, the Rights will be evidenced by Rights certificates which will be transferable and it is expected that, after the Separation Time, the Rights will trade separately from the Common Shares.

Permitted Bids
The Rights Plan will not be triggered by a Permitted Bid or Competing Permitted Bid. A Permitted Bid is one that: (i) is made by means of a take-over bid circular; (ii) is made to all shareholders of record, other than the bidder for all voting shares held by them; (iii) is made for a minimum period of 60 days and shares tendered pursuant to the take-over bid may not be taken up prior to the expiry of the 60 day period and only if at such time more than 50% of the shares held by Independent Shareholders, have been tendered to the take-over bid and not withdrawn; (iv) contains a provision that, if 50% of the Common Shares held by the Independent Shareholders of the Corporation are tendered on the date on which shares may be taken up and paid for, the bidder will make an announcement to that effect and keep the bid open

for at least 10 more days (v) permits shares to be deposited pursuant to the take-over bid, unless such take-over bid is withdrawn, at any time prior to the date shares are first taken up and paid for; and (vi) provides that any shares deposited pursuant to the take-over bid may be withdrawn until taken up and paid for.

Redemption
The Board may determine that the Rights be redeemed by the Corporation at a redemption price of $0.00001 per Right at any time prior to the occurrence of a Flip-in Event without the prior approval of the holders of Common Shares or Rights. The Board will be deemed to have elected to redeem the Rights on the date that a Person who has made a take-over bid in respect of which the Separation Time has occurred and in respect of which the Board has waived the application of the Rights Plan takes up and pays for Common Shares pursuant to the terms and conditions of such take-over bid.

Waiver
The provisions of the Rights Plan which apply upon the occurrence of a Flip-in Event may be waived or modified at the option of the Board and without the prior approval of the holders of Common Shares or Rights or by the shareholders of the Corporation, in either case prior to or following the occurrence of a Flip-in Event. If the provisions of the Rights Plan which apply upon the occurrence of a Flip-in Event are waived or modified in respect of a take-over bid made by means of a take-over bid circular to all shareholders, then the provisions of the Rights Plan that apply upon the occurrence of a Flip-in Event will also be deemed to be waived or modified in respect of any other Flip-in Event occurring by reason of any other take-over bid made by any other offer or by means of a take-over bid circular to all shareholder prior to the expiry, termination or withdrawal of any take-over bid in respect of which a waiver or modification is, or is deemed to have been, granted. In addition, the operation of the Rights Plan may be waived where a person has inadvertently become an Acquiring Person and has reduced its beneficial ownership of Common Shares such that it is no longer an Acquiring Person.

Amendment of the Shareholder Rights Plan
The Board may supplement and amend the terms of the Rights Plan upon notice to the Rights Agent except for provisions of the Rights Plan concerning the Rights Agent, which requires the written concurrence of the Rights Agent

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

Jonathan Pasternak, Chief Executive Officer Telephone: (416) 781-0666. Ext. 103

Item 9 Date of Report

This report is dated the 24 day of October, 2014.

SCHEDULE A

EFT CANADA APPROVES SHAREHOLDER RIGHTS PLAN

Toronto, ON, October 24, 2014 - EFT Canada Inc. ("EFT Canada" or the "Company") (TSX-V: EFT), today announced that its Board of Directors (the "**Board**") has approved the adoption of a shareholder rights plan (the "**Rights Plan**"). The Rights Plan has been adopted to allow the Board of EFT Canada to respond appropriately to an unsolicited take-over bid.

EFT Canada is not adopting the Plan in response to any specific proposal to acquire control of its outstanding securities. The Plan will be similar to plans adopted by other Canadian companies.

Once adopted, in accordance with the terms of the Rights Plan, one right will be issued in respect of each common share of the Company outstanding and each common share issued thereafter. The rights will become exercisable following any transaction in which a person, together with its affiliates, associates and joint actors, acquires beneficial ownership of common shares of EFT Canada which, when aggregated with its holdings and the holdings of its affiliates, associates and joint actors, total 20% or more of the outstanding common shares of the Company (determined in the manner set out in the Rights Plan). Following the acquisition of 20% or more of the Company's outstanding common shares, each right held by a person other than the acquiring person and its affiliates, associates and joint actors would, upon exercise, entitle the holder to purchase common shares at a substantial discount to the market price of the common shares at that time. Rights held by a person, together with its affiliates, associates and joint actors whose actions trigger the Rights Plan would become void and not be exercisable. The Board has the discretion to defer the time at which the rights become exercisable and to waive the application of the Rights Plan.

The Board considers a 20% triggering threshold to be appropriate and is intended to ensure stability and protect the interests of all shareholders.

The Rights Plan will be required to be ratified by the shareholders of the Company within six-months of its adoption. If the Rights Plan is not ratified by the shareholders, the Rights Plan and any rights issued pursuant to it will terminate. If the Rights Plan is put to a vote and ratified, it will continue in effect until the third annual meeting of shareholders thereafter. The Rights Plan is subject to approval by the TSX Venture Exchange. A copy of the Rights Plan will be available on SEDAR at www.sedar.com.

EFT CANADA INC.

EFT Canada, founded in 2003, is a financial processing company that offers a complete solution to the collection and payment processing needs of small and medium sized business merchants, banks, credit unions, and other financial firms in Canada and the United States. The Company develops, maintains and delivers innovative electronic transaction processing technologies, such as customized electronic payment and collection processing solutions and gift and loyalty card services, by drawing on its operational and applications expertise. For more information, please visit www.eftcanada.com.

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This press release contains forward-looking statements which reflect the Company's current expectations regarding future events. The forward-looking statements involve risks and uncertainties. Actual results could differ significantly from those projected herein. 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 more information:
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