

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

Item 1 Name and Address of Company

QuestCap Inc. (“QuestCap” or the “Company”)
65 Queen Street West
Toronto, Ontario
M5H 2M5

Item 2 Date of Material Change

March 30, 2020

Item 3 News Release

A news release was issued by QuestCap through the facilities of GlobeNewswire on March 30, 2020 and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

QuestCap has appointed Neil Said as Chief Executive Officer.

Item 5 Full Description of Material Change

QuestCap has appointed Neil Said as Chief Executive Officer.

The appointment of Mr. Said follows the resignation of Mr. Stan Bharti as Chief Executive Officer of QuestCap. Mr. Bharti will continue as a director and, along with Scott Moore, will act as Co-Chairman of the Company.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Aaron Atin
Corporate Secretary
(416) 861-5888

Item 9 Date of Report

April 3, 2020