Form 51-102F3
Material Change Report

ITEM 1 Name and Address of Company

Peeks Social Ltd. (the "Company")
181 University Ave, Suite 2000
Toronto, Ontario M5H 3M7

ITEM 2 Date of Material Change

November 14, 2017

ITEM 3 News Release

A press release was issued via Marketwired November 14, 2017.

ITEM 4 Summary of Material Change

The Company announced that it entered into a binding Letter of Intent (the "LOI") with Personas.com Corporation and Riavera Corporation for the acquisition of the technology assets of the Peeks Social livestreaming product launched in November 2016, along with certain other related technology assets. The LOI currently contemplates the parties entering into a definitive agreement prior to November 30, 2017, and completing the Transaction by December 31, 2017, unless otherwise agreed by the parties.

ITEM 5 Full Description of Material Change

The Company announced that it entered into a binding Letter of Intent ("LOI") with Personas.com Corporation ("Personas") and Riavera Corporation ("Riavera") for the acquisition of the technology assets of the Peeks Social livestreaming product launched in November 2016, along with certain other related technology assets (the "Technology").

Background

By way of background, the Company initially entered into a technology licensing agreement with Personas on August 14, 2015, pursuant to which Personas agreed to pay the Company a licensing fee equal to 10% of the gross revenue earned by Personas through the use of the Company's platforms (the "Licensing Agreement"). The Licensing Agreement was subsequently amended in October 2016 to increase the licensing fee payable to the Company from 10% to 30%. The Licensing Agreement formed the foundation for the product initiative "Peeks Social", a commerce enabled livestreaming service currently available for download in the iOS and Android app stores. Upon a successful completion of the proposed transaction, the Company would receive 100% of the gross revenue of the Peeks Social livestreaming product.

The LOI contemplates the Company acquiring the Technology in exchange for the issuance of 175,150,520 common shares at a negotiated price of $0.7308 per common share, an acquisition cost of $128,000,000 (the "Transaction"). The closing price of the Company's common shares on the TSX Venture Exchange on November 10, 2017, was $0.37. It is anticipated that following the Transaction there will be 234,126,791 issued and outstanding common shares of the Company.

There are currently 61,976,271 issued and outstanding common shares of the Company. The Company has a fully diluted common share count of 79,454,933. Following the

Transaction, the existing shareholders of Peeks Social Ltd. are anticipated to own 26.5% of the Company on an undiluted basis, and 31.6% of the Company on a fully diluted basis. Personas is an existing shareholder of the Company and currently owns 3,000,000 common shares which are anticipated to be returned to treasury for no additional consideration as part of the Transaction.

Description of the Transaction

It is anticipated that Personas and the Company will effect the Transaction by entering into a definitive agreement to complete an amalgamation, plan of arrangement, reorganization, or similar transaction, and subsequently carry on business as "Peeks Social Ltd." The principal components of the Transaction are anticipated to be as follows:

a. Immediately prior to the Transaction, the Technology will reside in Personas;

b. Immediately prior to the Transaction, the Company will be continued as a corporation under the *Business Corporations Act* (Ontario) (from Alberta);

c. The parties will have received a final independent valuation report that confirms that the value of the Technology is at least $130,000,000; and

d. Personas will use its good faith efforts to require its shareholders not to sell, transfer, or encumber their respective shares of the Company for a period of four months following the completion of the Transaction.

Relationship between the Company, Personas, and Riavera

Personas is a private company controlled by Mr. Mark Itwaru, Chairman & CEO of the Company. Riavera is an existing "Control Person" of the Company within the meaning of the rules and policies of the TSX Venture Exchange, and is a significant shareholder of the Company and a related party to Personas. Collectively, these parties own an aggregate of 18,602,388 common shares of the Company, representing 30.0% of the issued and outstanding shares of the Company (non-diluted). Accordingly, the proposed Transaction between the Company and Personas would be considered a "related-party transaction" pursuant to the rules of the TSX Venture Exchange and Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions, and the Transaction is subject to minority shareholder approval and valuation requirements, as well as TSX Venture Exchange approval.

The Company established an independent special committee of its Board of Directors in July 2017 to explore and negotiate the acquisition of the Technology. Mr. Itwaru recused himself from the negotiations as a result of his interest in Personas. The independent special committee has recommended the Company proceed with the Transaction, subject to the terms and conditions of the LOI.

Definitive Agreements, Conditions, and Proposed Closing

The LOI currently contemplates the parties entering into a definitive agreement (the "Definitive Agreement") prior to November 30, 2017, and completing the Transaction by December 31, 2017, unless otherwise agreed by the parties. The LOI may be terminated by either party in certain circumstances, including if the Definitive Agreement is not executed prior to November 30, 2017, or if either party is not satisfied with its due diligence review. The Transaction is subject to requisite regulatory approvals, including the approval of the TSX Venture Exchange, shareholder approval and standard closing conditions, including the approval of the Definitive Agreement by the boards of the respective companies and completion of due diligence investigations to the satisfaction of each of the parties. The legal structure for the Transaction will be confirmed after the parties have considered all applicable tax, securities law, and accounting efficiencies.

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

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer

For further information, please contact Mark Itwaru, Chairman and Chief Executive Officer at (647) 992-7727.

ITEM 9 Date of Report

Dated as of November 23, 2017.