FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

iLOOKABOUT CORP. (the "Company")
383 Richmond Street, Suite 408
London, ON N6A 3C4

2. Date of Material Change

April 2, 2013

3. News Release

A News Releases dated April 2 and April 9, 2013 were released via Marketwire.

4. Summary of Material Change

The Company issued 141,323 Common Shares to settle $23,319.46 of accrued but undeclared cumulative dividends on the Series 1 Preference Shares.

5. Full Description of Material Change

In March 2012 the Company issued 750,000 Series 1 Preference Shares (the "Preference Shares") by way of a private placement.

The Preference Shares provide for settlement of accrued but unpaid dividends by way of Common Shares instead of cash at the option of the holder.

iLOOKABOUT received Notices of Intention to convert accrued but unpaid dividends totaling $23,319.46, from 12 holders of Preference Shares, 9 of which are Insiders of the Company. The Dividend Conversion Rate is the aggregate amount of accrued but unpaid dividends to be converted, divided by the Market Price of the Common Shares on the day before such conversion right is exercised. As the closing market price of the Common Shares on April 1, 2013 was $0.165, the Company issued 141,323 Common Shares to settle unpaid dividends of $23319.46.

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

The Company is not relying on Subsection 7.1(2) of National Instrument 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

Robin Dyson, Chief Financial Officer

519-963-2015, ext. 235

9. Date of Report

April 9, 2013