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

May 20, 2014

3. News Release

News Releases dated April 3, 2014 and May 23, 2014 were released via Marketwired.

4. Summary of Material Change

The Company will issue 99,482 Common Shares to settle $19,896.99 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 $19,896.99, from twelve holders of Preference Shares, seven 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. The closing market price of the Company's common shares on December 31, 2013 was $0.20, representing the closing market price on December 18, 2013, being the date that the Company's common shares were halted from trading due to the Company's announcement of a proposed business combination transaction. As the closing market price of the Common Shares on December 18, 2013 was $0.20, the Company issued 99,482 Common Shares to settle unpaid dividends of $19,896.99.

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

May 23, 2014.