

**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**

January 13, 2015

**3. News Release**

News Releases dated January 2, 2015 and January 13, 2015 were released via Marketwired.

**4. Summary of Material Change**

The Company issued 75,474 Common Shares to settle \$21,888.49 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 \$21,888.49, on January 2, 2015, from ten holders of Preference Shares, six 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 December 31, 2014 was \$0.29, the Company issued 75,474 Common Shares to settle unpaid dividends of \$21,888.49

**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**

January 13, 2015.