

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Shelby Ventures Inc. (the "Company")
303 – 750 West Pender Street
Vancouver, B.C. V6C 2T7

Telephone: 604-681-0084

Item 2. Date of Material Change

News Release dated October 24, 2017

Item 3. News Release

News Release dated October 24, 2017 disseminated on October 24, 2017 filed on SEDAR on October 24, 2017.

Item 4. Summary of Material Change

Shelby announces brokered private placement in connection with its qualifying transaction with Solution Auto Lease & Sales.

Item 5. Full Description of Material Change

VANCOUVER, B.C. October 24, 2017 – Shelby Ventures Inc. (TSX-V: SLY.H) (the "Company" or "Shelby"), a capital pool company listed on the NEX, is pleased to announce that, further to its news release of October 17, 2017 in which it announced the acquisition of Solution Auto Lease & Sales as its proposed qualifying transaction (the "**Qualifying Transaction**"), Shelby will be undertaking a concurrent brokered private placement.

Shelby has entered into an engagement letter with Industrial Alliance Securities Inc. (the "**Agent**") pursuant to which the Agent will act as lead agent on a "best efforts" private placement of subscription receipts of Shelby (the "**Subscription Receipts**") for gross proceeds of up to \$5,000,000 (the "**Offering**"). The Subscription Receipts will be offered at an issuance price of \$0.25 per Subscription Receipt, and each Subscription Receipt shall automatically entitle the holder thereof, without payment of any additional consideration and without further action on the part of the holder, to acquire one unit (a "**Unit**") upon the satisfaction of certain escrow release conditions, all in accordance with terms and conditions of a subscription receipt indenture to be entered into by Shelby, the Agent and the subscription receipt agent, and until such time, no Subscription Receipts may be exercised by the holders thereof. Each Unit will be comprised of

one common share in the capital of Shelby (a “**Share**”) and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant is exercisable by the holder to acquire one additional Share at a price of \$0.40 for a period of 18 months following the closing of the Offering. Closing of the Offering is anticipated to be on or about November 15th, 2017.

In connection with the Offering, the Agent will be paid a cash commission equal to 7% of the Subscription Receipts sold (excluding Subscription Receipts sold to certain excluded purchasers in respect of which the Agent will be paid a cash commission of 3%). In addition, the Agent will also be issued broker warrants (“**Broker Warrants**”) equal to 7% of the Subscription Receipts sold (excluding Subscription Receipts sold to certain excluded purchasers). Each Broker Warrant is exercisable for one Unit at an exercise price of \$0.25 per Unit for a period of 18 months following the date of issuance thereof. In addition, the Agent will also be paid a corporate finance fee of \$40,000 (plus applicable taxes) and will be reimbursed for reasonable expenses.

The net proceeds of the Offering are expected to be used to complete the Qualifying Transaction and provide working capital to the resulting issuer. All securities issued in connection with the Offering will be subject to a hold period of 4 months and a day from the closing of the Offering in accordance with applicable securities laws.

The Shares were halted effective August 30, 2017 and may remain halted until the completion of the Proposed Transaction.

None of the securities to be issued pursuant to the Qualifying Transaction or the Offering have been or will be registered under the U.S. Securities Act, or any state securities laws, and any securities issued pursuant to the Proposed Transaction and Offering are anticipated to be issued in reliance upon available exemptions from such registration requirements and applicable exemptions under state securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

About Solution Auto

Solution Auto was incorporated under the provisions of the *Business Corporations Act* (British Columbia in 2004 and currently has 100 common shares issued and outstanding and no outstanding convertible securities.

Solution Auto specializes in sourcing and leasing luxury and exotic vehicles. Solution works with a select group of automotive and marine dealerships providing lending solutions to clients who cannot obtain leasing terms with traditional Canadian financial institutions or other sub-prime lenders. Typical customers include new immigrants, business owners and international students. Solution Auto provides a unique leasing experience whereby it partners with its clients to help them navigate the challenges of acquiring, insuring, maintaining and upgrading vehicles and luxury assets in Canada.

A summary of any significant financial information with respect to Solution Auto will be included in a subsequent news release.

About Shelby

The Company is a Capital Pool Company, currently listed on the NEX Board of the Exchange. Management of the Company is actively engaged in assessing possible projects with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a non arm's length Qualifying Transaction, must also receive majority approval of the minority shareholders. Until the completion of a Qualifying Transaction, Shelby will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a proposed Qualifying Transaction.

The Company currently has 14,706,101 common shares issued and outstanding and no outstanding options or share purchase warrants.

For further information please contact Tony Ricci at (604) 649-3231.

ON BEHALF OF THE BOARD

(signed) "Tony M. Ricci"

Tony M. Ricci

Chief Executive Officer and Director

.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

The following senior officer of the Issuer is knowledgeable about the material change and the Report and may be contacted:

Tony Ricci, Chief Executive Officer telephone: 604-649-3231

Item 9. Date of Report

DATED at Vancouver, British Columbia, this 24th day of October, 2017.