

FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Roadman Investments Corp. (Formerly Urban Select Capital Corp.) (the “Issuer”)
#810 – 789 West Pender Street
Vancouver, BC V6C 1H2

ITEM 2. DATE OF MATERIAL CHANGE

August 29, 2019

ITEM 3. NEWS RELEASE

The new release was filed on SEDAR and disseminated through the facilities of Stockwatch on August 29, 2019. Copies were also filed on SEDAR with the British Columbia Securities Commission and the Alberta Securities Commission.

ITEM 4. SUMMARY OF MATERIAL CHANGE

That Company announced second and final tranche closing of non-brokered private placement.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

August 29, 2019

VANCOUVER, British Columbia – Roadman Investments Corp. (TSXV: LITT) (OTC: RMANF) (FWB: 1QD) (“Roadman Investments” or the “Company”) is pleased to announce it has closed the second and final tranche of its over-subscribed non-brokered private placement announced August 7, 2019 and August 22, 2019, subject to TSX.V approval.

Due to exceptional demand, the Company took additional subscriptions over the August 7, 2019 announcement and will issue 19,193,182 units (the “Units”) at a price of CAD\$0.055 per Unit for gross proceeds of CAD\$ \$1,055,625.01 (the “Offering”). Each Unit consists of one common share in the capital of the Company (a “Share”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “Warrant”). Each whole Warrant is exercisable to acquire one Share at an exercise price of \$0.10 per Share for a period of two years from the date of TSX.V approval.

One director of the Company participated in the Offering and will acquire, directly or indirectly, an aggregate of 454,546 Units. The participation by insiders in the Offering is considered to be a “related party transaction” as defined under Multilateral Instrument 61-101 (“MI 61- 101”). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of Roadman’s market capitalization.

In connection with the second tranche closing, the Company paid CAD\$20,328.00 cash and issued 396,600 Share purchase warrants (the “Finder’s Warrants”). Each Finder’s Warrant is exercisable to acquire one Share in the capital of the Company at an exercise price of \$0.10 per Share for a period of two years from the date of TSX.V approval.

All securities issuable pursuant to the Offering are subject to a four month and one day hold period expiring from the date of TSX.V approval.

Proceeds of the Offering will be used to fund general corporate and working capital purposes.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not Applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

Contact: Luke Montaine, CEO
Telephone: (604) 687-2038

ITEM 9. DATE OF REPORT

August 29, 2019