FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

State the full name of your company and the address of its principal office in Canada.

Apple Capital Inc. (the "Company")
#1470 – 701 West Georgia Street
Vancouver, BC V7Y 1C6

Item 2. Date of Material Change

State the date of the material change.

November 26, 2015

Item 3. News Release

State the date and method(s) of dissemination of the news release issued under section 7.1 of National Instrument 51-102.

The News Release dated November 26, 2015 was disseminated by Stockwatch and Market News.

Item 4. Summary of Material Change

Provide a brief but accurate summary of the nature and substance of the material change.

The Company announced that it intends to proceed with a consolidation of its common shares (each, a "Share") on the basis of six (6) pre-consolidation Shares for one (1) post-consolidation Share (the "Consolidation").

Currently, a total of 15,258,180 Shares are issued and outstanding. Accordingly, if the Consolidation is put into effect, a total of 2,543,030 Shares, subject to adjustments for rounding, would be issued and outstanding, assuming there are no other changes in the issued capital of the Company. There is currently no maximum number of authorized Shares.

The Consolidation is being proposed in connection with Apple's proposed acquisition of YDreams Brasil – Serviçõs e Soluções Interativas LTDA ("YDreams") (as previously announced on June 10, 2015 and July 2, 2015) and is subject to approval of the TSX Venture Exchange. However, the Company intends on effecting the Consolidation irrespective of closing the transaction with YDreams in order to allow the Company greater flexibility in future financings and for potential mergers and acquisitions.

Item 5.1 Full Description of Material Change

Supplement the summary required under item 4 with sufficient disclosure to enable a reader to appreciate the significance and impact of the material change without having to refer to other material. Management is in the best position to determine what facts are significant and must disclose those facts in a meaningful manner. See also item 7.

Some examples of significant facts relating to the material change include: dates, parties, terms and conditions, description of any assets, liabilities or capital affected, purpose, financial or dollar values, *reasons for the change, and a general comment on the probable impact on the issuer or its subsidiaries. Specific financial forecasts would not normally be required.*

Other additional disclosure may be appropriate depending on the particular situation.

See attached News Release.

Item 5.2 Disclosure for Restructuring Transactions

This item applies to a material change report filed in respect of the closing of a restructuring transaction under which securities are to be changed, exchanged, issued or distributed. This item does not apply if, in respect of the transaction, your company sent an information circular to its securityholders or filed a prospectus or a securities exchange takeover bid circular.

Include the disclosure for each entity that resulted from the restructuring transaction, if your company has an interest in that entity, required by section 14.2 of Form 51-102F5. You may satisfy the requirement to include this disclosure by incorporating the information by reference to another document.

Not Applicable.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

If this report is being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

Item 7. Omitted Information

State whether any information has been omitted on this basis that it is confidential information.

In a separate letter to the applicable regulator or securities regulatory authority marked "Confidential" provide the reasons for your company's omission of confidential significant facts in the Report in sufficient detail to permit the applicable regulator or securities regulatory authority to determine whether to exercise its discretion to allow the omission of these significant facts.

Not Applicable.

Item 8. Executive Officer

Give the name and business telephone number of an executive officer of your company who is knowledgable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Please contact Conrad Clemiss, President and Director of the Company, at 604-696-6910.

Item 9. Date of Report

November 26, 2015

#1470 – 701 WEST GEORGIA STREET
VANCOUVER, BRITISH COLUMBIA V7Y 1C6

APPLE CAPITAL INC.

APPLE ANNOUNCED PROPOSED SHARE CONSOLIDATION

November 26, 2015 – Vancouver, BC – Apple Capital Inc. (ALE - TSXV) ("**Apple**" or the "**Company**") announces that it intends to proceed with a consolidation of its outstanding common shares (each, a "**Share**") on the basis of six (6) pre-consolidation Shares for one (1) post-consolidation Share (the "**Consolidation**").

Currently, a total of 15,258,180 Shares are issued and outstanding. Accordingly, if the Consolidation is put into effect, a total of 2,543,030 Shares, subject to adjustments for rounding, would be issued and outstanding, assuming there are no other changes in the issued capital of the Company. There is currently no maximum number of authorized Shares.

The Consolidation is being proposed in connection with Apple's proposed acquisition of YDreams Brasil – Serviçõs e Soluções Interativas LTDA ("**YDreams**") (as previously announced on June 10, 2015 and July 2, 2015) and is subject to approval of the TSX Venture Exchange. However, the Company intends on effecting the Consolidation irrespective of closing the transaction with YDreams in order to allow the Company greater flexibility in future financings and for potential mergers and acquisitions.

There is no name change in conjunction with the Consolidation.

ON BEHALF OF THE BOARD OF DIRECTORS

APPLE CAPITAL INC.

Conrad Clemiss
President and Director
Tel: 604-646-6910
www.applecapitalinc.com

Disclaimer for Forward-Looking Information

Certain statements in this press release related to the proposed Consolidation are forward-looking statements and are prospective in nature. Forward-looking statements are not based on historical facts, but rather on current expectations and projections about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. These statements generally can be identified by the use of forward-looking words such as "may", "should", "will", "could", "intend", "estimate", "plan", "anticipate", "expect", "believe" or "continue", or the negative thereof or similar variations. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding the Company's ability to complete the Consolidation, including the risk that the Consolidation may not be completed as expected or at all. Such forward-looking statements should therefore be construed in light of such factors, and the Company is not under any obligation, and expressly disclaims any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.