

Form 51-102 F3
Material Change Report

Item 1 Name and Address of Company

Pool Safe Inc. (formerly Pounder Venture Capital Corp.) (the “**Corporation**”)
Unit 14, 401 Magnetic Drive
North York, Ontario, M3J 3H9

Item 2 Date of Material Change

May 1st, 2017

Item 3 News Release

The news release was disseminated via Stockwatch on May 1st, 2017.

Item 4 Summary of Material Change

Pool Safe Inc. (“**Pool Safe**” or the “**Company**”) (TSXV: POOL) has announced that, subject to regulatory approval, it has retained Mackie Research Capital Corporation (“**Mackie**”) to initiate its liquidity services by providing market making to the Company in compliance with the policies and guidelines of the TSX Venture Exchange (the “**TSXV**”) and other applicable legislation. Pool Safe also summarized its securities currently issued and outstanding as of April 24, 2017.

Item 5 Full Description of Material Change

See attached Schedule A.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No significant facts have been omitted from this Material Change Report.

Item 8 Executive Officer

For further information, please contact:

David Berger, Director and CEO
Tel: 416-630-2444
Email: dberger@poolsafeinc.com

Item 9 Date of Report

This report is dated the 5th day of May, 2017

Schedule A

POOL SAFE INC. ENGAGES MACKIE RESEARCH CAPITAL FOR MARKET MAKING SERVICES AND UPDATE ON CAPITALIZATION

Not for distribution to U.S. Newswire Services or for dissemination in the United States. Any failure to comply with this restriction may constitute a violation of U.S. Securities laws.

TORONTO, ON May 1, 2017 - Pool Safe Inc. ("**Pool Safe**" or the "**Company**") (TSXV: POOL) is pleased to announce that, subject to regulatory approval, it has retained Mackie Research Capital Corporation ("Mackie") to initiate its liquidity services by providing market making to the Company in compliance with the policies and guidelines of the TSX Venture Exchange (the "TSXV") and other applicable legislation.

Mackie will trade shares of the Company for the purposes of maintaining a reasonable market and improving the liquidity of Pool Safe's common shares. The agreement between Mackie and the Company is for a minimum three month term and the Company has agreed to pay Mackie \$3,000 per month during the term, payable monthly. After the term of the contract has expired, the engagement may be terminated by either party with written notice of 60 days. The Company and Mackie act at arm's length, but Mackie may provide investment banking services to Pool Safe and Mackie and/or its clients may have an interest, directly or indirectly, in the securities of Pool Safe. The agreement is principally for the purposes of maintaining market stability and liquidity for the Company's common shares and is not a formal market making agreement. There are no performance factors contained in the agreement between Mackie and the Company and Mackie will not receive any shares or options from the Company as compensation for services it will render.

Pool Safe is also pleased to announce that the trading in its common shares commenced on the TSX Venture Exchange (the "**Exchange**") as of April 24, 2017. The following table summarizes the securities of the Corporation currently issued and outstanding.

Item	Number and Percentage of Securities Outstanding (Diluted)
Common Shares issued by the Corporation	54,295,763
Sub Total (Undiluted):	54,295,763
Common Shares reserved for issuance upon the exercise of Common Share Purchase Warrants	5,519,020
Common Shares reserved for issuance upon the exercise of existing options granted to officers and directors	129,942
Common Shares issuable upon exercise of Agent's Options	427,476
TOTAL (Fully-Diluted):	60,372,201

About Mackie Research Capital Corporation

Mackie is one of Canada's largest independent full service investment firms, and proudly traces its roots back to 1921. Mackie is privately owned by many of its 300 employees. As a fully integrated national investment dealer, Mackie offers a full complement of capital markets and wealth management services to private clients, institutions and growth companies.

About Pool Safe Inc.

Pool Safe Inc. designs, develops and distributes a product known as the “Pool Safe”, which functions as a multi-purpose personal poolside attendant. The Pool Safe is designed to provide safety, convenience and peace of mind for hotels, resorts, waterparks and cruise ship guests. Functions include: lockable safe, solar-powered charger for USB compatible electronic devices including phones, cameras and tablets in addition to beverage or server call-buttons, a beverage cooler and holders. Conveniently located alongside pool or beach lounge chairs, Pool Safe is a unique way of providing vacationers with a comforting sense of security for their belongings, while they enjoy their vacation.

For more information please visit www.poolsafeinc.com

Pool Safe Inc. is a fully reporting publicly traded company which is listed on the TSX Venture Exchange under the symbol POOL.

Cautionary Statements

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release."

Certain statements contained in this press release constitute forward-looking information. These statements relate to future events or future performance. The use of any of the words "could", "intend", "expect", "believe", "will", "projected", "estimated" and similar expressions and statements relating to matters that are not historical facts are intended to identify forward-looking information and are based on the Corporation's current belief or assumptions as to the outcome and timing of such future events. The forward looking information contained in this release is made as of the date hereof and the Corporation is not obligated to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable securities laws. Because of the risks, uncertainties and assumptions contained herein, investors should not place undue reliance on forward-looking information. The foregoing statements expressly qualify any forward-looking information contained herein.

Pool Safe Inc.

Steven Glaser

Chief Operating Officer

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