FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

Pool Safe Inc. (the "**Company**")
401 Magnetic Drive, Unit 14
North York, Ontario
M3J 3H9

ITEM 2 Date of Material Change

May 11, 2018

ITEM 3 News Release

A news release disclosing the material change was issued on May 11, 2018 and filed on SEDAR at www.sedar.com.

ITEM 4 Summary of Material Change

The Company announced the closing of the first tranche of its previously announced non-brokered private placement of 10% unsecured convertible debentures ("**Debentures**") for aggregate gross proceeds of $125,000 (the "**Offering**").

Berger Group Inc. (the "**Berger Group**"), a corporation controlled by David Berger, the CEO and a Director of the Company, subscribed for $75,000 of the aggregate principal amount of Debentures, and Steven Mintz ("**Mintz**"), the CFO and a Director of the Corporation, subscribed for $50,000 of the aggregate principal amount of Debentures, and both considered to be a "related party" for purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), and their participation in the Offering is considered to be a "related party transaction" for the purposes of MI 61-101 and Policy 5.9 – *Protection of Minority Security Holders in Special Transactions of the TSX Venture Exchange*. The effect of the participation of the Berger Group and Mintz in the Offering is described in Schedule "B".

The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves related parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(a) as the fair market value of the transaction, insofar as it involves related parties, is not more than the 25% of the Company's market capitalization.

The Company filed this material change report less than 21 days before the expected closing date of the Offering as the details of the Offering and the participation therein by "related parties" of the Company were not settled until shortly prior to the expected closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons.

The purchase of Debentures by Berger Group and Mintz was unanimously consented to by the Board of Directors of the Company, with Mr. Berger and Mr. Mintz declaring their interest and abstaining from voting thereon.

ITEM 5 Full Description of Material Change

Please see news release attached as Schedule "A".

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

Not applicable.

ITEM 7 Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

ITEM 8 Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Pool Safe Inc.
Steven Glaser
Chief Operating Officer
E: sglaser@poolsafeinc.com
T: (416) 630-2444

ITEM 9 Date of Report

This report is dated as of the 18th day of May, 2018.

Schedule "A"

See attached.

POOL SAFE ANNOUNCES INITIAL CLOSING OF CONVERTIBLE DEBENTURE FINANCING

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 11, 2018 - Pool Safe Inc. ("**Pool Safe**" or the "**Company**") (TSXV: POOL) is pleased to announce the closing of the first tranche of $125,000 of its previously announced non-brokered private placement for gross proceeds of up to $200,000 (the "**Offering**") through the issuance of 125 convertible debenture units (the "**Convertible Debenture Units**") at a price of $1,000 per Convertible Debenture Unit. Each Convertible Debenture Unit consists of $1,000 principal amount of 10% unsecured convertible debentures of the Company (the "**Convertible Debentures**") and 4,545 common share purchase warrants (the "**Warrants**") of the Company. The terms of the Offering remain the same as disclosed in the Company's news release dated May 1, 2018.

Certain insiders of the Company subscribed for all of the Convertible Debenture Units issued pursuant to this tranche of the Offering. Each issuance to an insider constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**") and Policy 5.9 – Protection of Minority Security Holders in Special Transactions of the TSX Venture Exchange. The Company is relying on an exemption available from the formal valuation requirements under Section 5.5(a) of MI 61-101 and an exemption available from minority approval requirements under Section 5.7(a) of MI 61-101 on the basis that the fair market value of this tranche of the Offering does not exceed 25% of the Company's market capitalization. The Company is issuing this press release less than 21 days prior to the closing of this tranche of the Offering as the insider participation was only recently confirmed, and the Company and the insiders were ready and able to close prior to such 21 day period.

The net proceeds received by the Company will be used to finance the build and delivery of PoolSafes for revenue share partnerships as well as working capital and general corporate purposes.

All of the securities issued in connection with the Offering are subject to a "hold period" of four months plus one day from the date of closing pursuant to applicable securities laws. The Company is hopeful that it may complete one or more additional tranches of the Offering in the near future.

About Pool Safe Inc.

Pool Safe Inc. designs, develops and distributes a product known as the "PoolSafe", which functions as a multi-purpose personal poolside attendant. The PoolSafe 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 a server call-button, a beverage cooler and holders. Conveniently located alongside pool or beach lounge chairs, the PoolSafe 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.

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

Cautionary Statements

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 Company'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 Company 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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Schedule “B”

OWNERSHIP OF SECURITIES OF THE CORPORATION PRE-OFFERING AND POST-OFFERING

Related Party	Relationship	Common Shares Held Prior to Offering	Debentures Held Prior to Offering	Warrants Held Prior to Offering	Percentage Held Prior to Offering (Basic Basis)	Percentage Held Prior to Offering (Partially-Diluted Basis)	Debentures Purchased	Warrants Purchased	Subscription Amount	Common Shares Held After Offering	Debentures Held After Offering	Warrants Held After Offering	Percentage Held After Offering (Basic Basis)	Percentage Held After Offering (Partially-Diluted Basis)
Berger Group Inc.	Controlled by David Berger, a Director, Officer and 10% Securityholder	23,813,216	Nil	Nil	43.85%	44.46%	75	340,909	$75,000	23,813,216	75	340,909	43.85%	44.80%
Steven Mintz	Director and Officer	592,464	Nil	176,680	1.09%	2.84%	50	227,273	$50,000	592,464	50	403,953	1.09%	3.24%