

POOL SAFE INC.
FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

April 2, 2019.

Item 3: News Release

A news release was issued and disseminated on April 2, 2019 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

The Company has announced that it has completed a credit agreement with Intrexa Ltd. that enables Pool Safe to establish secured revolving credit facilities of \$1,000,000 (the "**Facilities**") to be advanced in installments.

In addition and in connection with the Facilities, the Company may grant up to 3,500,000 bonus warrants ("**Bonus Warrants**") to the Lender. Each Bonus Warrant will be exercisable into one common share of the Company (a "**Bonus Share**") at an exercise price equal to the market price of the Company's common shares plus \$0.01 (the "**Exercise Price**"), will have a term that expires on maturity of the Facilities, and will be non-transferable. All of the Bonus Warrants and Bonus Shares will be subject to a hold period of four months plus one day and they are subject to the approval of the TSX Venture Exchange.

Item 5.1: Full Description of Material Change

See attached news release at Schedule "A" to this report.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted 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 9th day of April, 2019.

SCHEDULE "A"

Please see attached.

POOL SAFE ANNOUNCES TRANSFORMATIVE REVOLVING CREDIT FACILITY

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, April 2, 2019 - Pool Safe Inc. ("**Pool Safe**" or the "**Company**") (TSXV: POOL) is pleased to announce it has completed a credit agreement ("**Credit Agreement**") to enable the company to access its working capital needs in order to fulfill growing demand for its PoolSafes.

No longer constrained by access to working capital, management will be able to actively move forward to conclude numerous revenue sharing ("**Revenue Sharing Agreements**") opportunities with hotels, resorts and waterparks around the world. The agreement with Intrexa Ltd. (the "**Lender**") enables Pool Safe to establish secured revolving credit facilities of \$1,000,000 (the "**Facilities**") to be advanced in installments.

David Berger, Chief Executive Officer stated, "Over the past few years we have installed our product in 17 different resort and waterpark chains that represent more than 30,000 facilities. This revolving credit facility will allow us to deliver on our growth expectations in a manner that is very shareholder friendly and virtually non-dilutive. We are grateful for this transformative support of Intrexa which recognizes the value of the business we have built and are continuing to expand"

The Lender has also agreed to allow the Company to use the proceeds of the Facilities to recover the manufacturing, delivery and installation costs the Company expended under prior and future Revenue Sharing Agreements. The Facilities are due March 31, 2022, bear interest at a rate of 10% per annum, and are secured by first ranking security over the PoolSafe units that the Company manufactures using the proceeds of the Facilities and the accounts receivable derived from such PoolSafe units.

In connection with the Facilities, the Company may grant up to 3,500,000 bonus warrants ("**Bonus Warrants**") to the Lender. Each Bonus Warrant will be exercisable into one common share of the Company (a "**Bonus Share**") at an exercise price equal to the market price of the Company's common shares plus \$0.01 (the "**Exercise Price**"), will have a term that expires on maturity of the Facilities, and will be non-transferable. The number of Bonus Warrants issued to the Lender will be determined by dividing the amount of any advance under the Facilities by the then-current Exercise Price of the Bonus Warrants. All of the Bonus Warrants and Bonus Shares will be subject to a hold period of four months plus one day. The Bonus Warrants are subject to the approval of the TSX Venture Exchange in accordance with Policy 5.1 – Loans, Loan Bonuses, Finder's Fees and Commissions.

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

E: sglaser@poolsafeinc.com

T: 416-630-2444