FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. **Reporting Issuer**

Axios Mobile Assets Corp.
30 Topflight Dr., Unit 7
Mississauga, ON L5S 0A8

ITEM 2. **Date of Material Change**

February 10, 2017

ITEM 3. **Press Releases**

A press release in the form of Schedule A attached hereto was disseminated on February 10, 2017 via Marketwired news service.

ITEM 4. **Summary of Material Change**

Axios Mobile Assets Corp. (TSX VENTURE: AXA) ("Axios" or the "Company") has announced that as a result of its inability to raise additional financing that it is ceasing its logistics operations effective immediately and has laid off of the majority of its employees. The Company will continue to retrieve its pallets that are in circulation but once retrieved it will cease new issuances of pallets to its customers. The Company is in default of its obligations with its secured lenders and has been advised that it will be receiving demand notices in respect of such outstanding debt.

In conjunction with the issuance of this press release, the Company has been advised by the TSX Venture Exchange that its shares will be transferred to the NEX board and its symbol, upon transfer will change to AXA.H. It is anticipated that this transfer will take place at the start of trading on February 15, 2017.

The officers and board members are reviewing alternatives available to the Company and will provide further updates as information becomes available.

ITEM 5. **Full Description of Material Change**

5.1 Full Description of Material Change

See Schedule A attached.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

ITEM 7. **Omitted Information**

Not applicable.

ITEM 8. **Executive Officer**

The following officer of the Company may be contacted for further information:

Richard MacDonald
President & CEO
877-762-9467 x601

ITEM 9. **Date of Report**

This report is dated this 24th day of February, 2017.

Schedule A

February 10, 2017 14:29 ET

Axios Mobile Assets Ceases Logistics Operations - Reviewing Alternatives

MISSISSAUGA, ON--(Marketwired - Feb 10, 2017) - Axios Mobile Assets Corp. (TSX VENTURE: AXA) ("Axios" or the "Company") today announced that as a result of its inability to raise additional financing that it is ceasing its logistics operations effective immediately and has laid off of the majority of its employees. The Company will continue to retrieve its pallets that are in circulation but once retrieved it will cease new issuances of pallets to its customers. The Company is in default of its obligations with its secured lenders and has been advised that it will be receiving demand notices in respect of such outstanding debt.

In conjunction with the issuance of this press release, the Company has been advised by the TSX Venture Exchange that its shares will be transferred to the NEX board and its symbol, upon transfer will change to AXA.H. It is anticipated that this transfer will take place at the start of trading on February 15, 2017.

At this time no officers or directors have resigned from the Company (other than those previously disclosed). The officers and board members are reviewing alternatives available to the Company and will provide further updates as information becomes available.

About Axios Mobile Assets

Axios Mobile Assets Corp. is a supply chain logistics company that is a supplier of pooled pallets, primarily to the perishable food industry. The Company's proprietary pallet-based tracking and information system delivers actionable data to help improve supply chain visibility and food safety.

Further information concerning the Company can be found at www.axiosma.com and www.sedar.com.

Forward-Looking Statements

Certain information set out in this news release constitutes forward-looking information. Forward looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "intend", "could", "might", "should", "believe" and similar expressions. In addition, the Company has a history of net losses and negative working capital. Forward-looking statements are based upon the opinions and expectations of management of the Company as at the effective date of such statements and, in certain cases, information provided or disseminated by third parties. Although the Company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, and that information obtained from third party sources is reliable, they can give no assurance that those expectations will prove to have been correct. Readers are cautioned not to place undue reliance on forward-looking statements included in this document, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, risk factors set forth in the Company's Management's Discussion and Analysis for the period ended September 30, 2016 under the heading "Risk Factors", a copy of which is filed on SEDAR at www.SEDAR.com. Readers are cautioned that this list of risk factors should not be construed as exhaustive. These statements are made as at the date hereof and unless otherwise required by law, the Company does not intend, or assume any obligation, to update these forward-looking statements.

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 NEWS RELEASE

CONTACT:

Richard MacDonald
President & CEO
877-762-9467 x601