FORM 51-102F3

Material Change Report

1. **Name and Address of Company:**

   Dragonfly Capital Corp.
   #905 - 1030 West Georgia Street
   Vancouver, BC
   V6E 2Y3

   (the "Company")

2. **Date of Material Change:**

   March 7, 2018

3. **Press Release:**

   Please see SEDAR for press release issued through Canada Stockwatch and Market News on March 7, 2018.

4. **Summary of Material Change:**

   Dragonfly Capital Corp. is pleased to announce that it has negotiated a non-brokered private placement of common shares (the "Private Placement") for up to $750,000 in gross proceeds.

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

   See Attached News Release "Schedule A".

6. **Reliance on Subsection 7.1(2) of the National Instrument 51-102:**

   Nothing in this form is required to be maintained on a confidential basis.

7. **Omitted Information:**

   Not applicable.

8. **Executive Officer Knowledgeable of Material Change:**

   Harry Chew, President
   Telephone: (604) 689-2646

9. **Date of Report:**

March 7, 2018

DRAGONFLY CAPITAL CORP.

"*Harry Chew*"
By: ______________________________

President
(Official Capacity)

Harry Chew
(Please print here name of individual whose signature appears above.)

Schedule "A"

DRAGONFLY CAPITAL CORP.

March 7, 2018 Trading Symbol: TSXV – DRC.H

DRAGONFLY CAPITAL CORP. PRIVATE PLACEMENT

Dragonfly Capital Corp. (the "**Company**" or "**Dragonfly**") (listed on the NEX Board of the TSX Venture Exchange ("**NEX**")) is pleased to announce that it has negotiated a non-brokered private placement of common shares (the "**Private Placement**") for up to $750,000 in gross proceeds. The proposed Private Placement is to consist of up to 10,000,000 common shares at a price of $0.075 per common share. The proceeds of the Private Placement will be used to identify and evaluate assets or businesses for a qualifying transaction and for general working capital purposes.

For further information, please contact:

Harry Chew, President, CEO and CFO
Phone: (604) 689-2646

ON BEHALF OF THE BOARD OF DIRECTORS

"Harry Chew"

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Harry Chew
President, CEO and CFO

Forward-looking Information

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking information under applicable Canadian securities laws ("forward-looking statements"). These forward-looking statements are based upon assumptions and subject to a number of conditions, including, without limitation, the completion of the Private Placement and receipt of regulatory approvals which are subject to risks and uncertainties. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although Dragonfly believes that the expectations reflected in forward-looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct or that the Private Placement will be completed as proposed or at all. Except as required by law, Dragonfly disclaims any intention and assumes no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.