

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer

The Second Cup Ltd. (the “**Company**”)
6303 Airport Road
Mississauga, Ontario
L4V 1R8

2. Date of Material Change

April 17, 2018

3. News Release

A news release was issued and disseminated by the Company on April 17, 2018 through Newswire and subsequently filed on SEDAR. A copy of the news release is attached hereto as Schedule A.

4. Summary of Material Change

On April 17, 2018 the Company announced that it had entered into an agreement with Clarus Securities Inc. (the “**Underwriter**”), pursuant to which the Underwriter has agreed to purchase, on a “bought deal” basis, 2,898,600 Common Shares (the “**Common Shares**”) of the Company at a price of C\$3.45 per Common Share (the “**Offering Price**”) for aggregate gross proceeds to the Company of C\$10,000,170 (the “**Offering**”).

The Company has agreed to grant the Underwriter an over-allotment option to purchase up to an additional 434,790 Common Shares at the Offering Price, exercisable in whole or in part at any time for a period ending 30 days from the closing of the Offering. In the event the over-allotment option is exercised in full, the aggregate gross proceeds of the Offering will be C\$11,500,196.

5. Full Description of Material Change

A full description of the material change is set forth in Schedule A hereto.

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

Not applicable.

7. Omitted Information

None.

8. Executive Officer

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Ba Linh Le, Chief Financial Officer
Telephone: (905) 362-1827

9. Date of Material Change Report

April 17, 2018

SCHEDULE A
SECOND CUP ANNOUNCES
\$10 MILLION EQUITY OFFERING

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES

Mississauga, Ontario – April 17, 2018 – The Second Cup Ltd. (“Second Cup” or the “Company”) (TSX: SCU) is pleased to announce that it has entered into an agreement with Clarus Securities Inc. (the “Underwriter”), pursuant to which Clarus has agreed to purchase, on a “bought deal” basis, 2,898,600 Common Shares (the “Common Shares”) of the Company at a price of C\$3.45 per Common Share (the “Offering Price”) for aggregate gross proceeds to the Company of C\$10,000,170 (the “Offering”).

The Company has agreed to grant the Underwriter an over-allotment option to purchase up to an additional 434,790 Common Shares at the Offering Price, exercisable in whole or in part at any time for a period ending 30 days from the closing of the Offering. In the event the over-allotment option is exercised in full, the aggregate gross proceeds of the Offering will be C\$11,500,196.

The Company intends to use the net proceeds from the Offering for general corporate purposes.

The Common Shares will be offered by way of a short form prospectus to be filed in each of the provinces of Canada, other than the Province of Quebec, by way of a private placement in the United States, and in those jurisdictions outside of Canada and the United States which are agreed to by the Company and the Underwriters, where the Common Shares can be issued on a private placement basis, exempt from any prospectus, registration or other similar requirements.

The Offering is expected to close on or about May 8, 2018 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange.

The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any U.S. state securities laws, and may not be offered or sold in the United States without registration under the U.S. Securities Act and all applicable state securities laws or compliance with the requirements of an applicable exemption therefrom. This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Second Cup Coffee Co.TM

Founded in 1975, The Second Cup Ltd. is a Canadian specialty coffee retailer operating franchised and company owned cafes across Canada. The company's vision is to be the Canadian specialty coffee brand of choice across Canada, committed to superior quality, innovation and profitable growth. For more information, please visit www.secondcup.com or find the company on Facebook and Twitter.

SOURCE The Second Cup Ltd.

For further information: Ba Linh Le, Chief Financial Officer, (905) 362-1827 or investor@secondcup.com. Additional information regarding Second Cup including required securities filings are available on our website at www.secondcup.com and on the Canadian Securities

Administrators' website at www.sedar.com; the System for Electronic Document Analysis and Retrieval ("SEDAR").

FORWARD LOOKING STATEMENTS

This press release contains forward-looking information that represents internal expectations, estimates or beliefs concerning, among other things, future activities or future operating results and various components thereof. The use of any of the words "anticipate", "continue", "expect", "may", "will", "project", "should", "believe", and similar expressions suggesting future outcomes or events are intended to identify forward-looking information. Forward-looking statements include the Company's intention to complete the Offering and the timing thereof (including the anticipated filing date for the preliminary prospectus and the anticipated closing date of the Offering). Statements regarding such forward-looking information reflect management's current beliefs and are based on information currently available to management.

These statements are not guarantees of future performance and are based on management's estimates and assumptions that are subject to inherent risks and uncertainties, which could cause Second Cup's actual performance and financial results in future periods to differ materially from the forward-looking information contained in this press release. Although the forward-looking information contained in this press release is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements.

All forward-looking information in this press release is qualified by these cautionary statements. Forward-looking information in this press release is presented only as of the date made. Except as required by law, Second Cup disclaims any intention or obligation to update or revise any forward-looking statements to reflect subsequent events or circumstances.