Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Pivot Technology Solutions, Inc. ("**Pivot**" or the "**Company**")
11988 El Camino Real
Suite 150
San Diego, California
92130

Item 2 Date of Material Change

February 24, 2016

Item 3 News Release

The press release attached as Schedule "A" was disseminated through CNW on February 24, 2016 with respect to the material change.

Item 4 Summary of Material Change

On February 24, 2016, Pivot announced that the Company and a company controlled by a group of investors including two of the Company's founders (the "**Founder Group**") have agreed to terminate the Arrangement Agreement dated January 25, 2016 and all actions related to the transaction announced on January 26, 2016 (the "**Transaction**"). Accordingly, the Company will not proceed with the proposed Plan of Arrangement. The termination was approved by the Company's board of directors (the "**Board**") and agreed to by the Founder Group.

As a result of its confidence in the Company's performance, and in conjunction with the termination of the Transaction, the Board determined that, subject to compliance with all regulatory and legal requirements, it would be appropriate to increase the dividend on its common shares to C$0.01 per quarter (equivalent to C$0.04 per annum). The increase will commence with the dividend anticipated to be declared and paid in the second quarter of 2016.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See attached press release.

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 executive officer is knowledgeable about the material change and may be contacted about this report.

Kerri Brass
Chief Financial Officer
(647) 704-2925

Item 9 Date of Report

March 4, 2016

Schedule “A”

Pivot and Founder Group Determine Not to Proceed with Proposed Plan of Arrangement and Pivot Announces Intent to Increase Dividend

San Diego, California, February 24, 2016

Pivot Technology Solutions, Inc. ("Pivot" or the "Company") (TSX-V: PTG) today announced that the Company and a company controlled by a group of investors including two of the Company's founders (the "Founder Group") have agreed to terminate the Arrangement Agreement dated January 25, 2016 and all actions related to the transaction announced on January 26, 2016 (the "Transaction"). Accordingly, the Company will not proceed with the proposed Plan of Arrangement. The termination was approved by the Company's Board of Directors and agreed to by the Founder Group. As a result of this termination, the Special Committee of the Board formed by the Company to consider the Transaction has been disbanded.

"Based on various factors, including feedback from our shareholders, the Board and the Founder Group determined that it was in the Company's best interest not to proceed with the Transaction," stated Doug Stuve, Chairman of the Special Committee of the Board for Pivot. "The Board concluded that the process around the Transaction and the concerns with respect to the certainty of its completion had the potential to distract the efforts of the Company's management to continue to execute on its business plan. This decision allows management to focus its efforts in that regard."

As a result of its confidence in the Company's performance, and in conjunction with the termination of the Transaction, the Board determined that, subject to compliance with all regulatory and legal requirements, it would be appropriate to increase the dividend on its common shares to C$0.01 per quarter (equivalent to C$0.04 per annum). The increase will commence with the dividend anticipated to be declared and paid in the second quarter of 2016.

The Company expects to release its fourth quarter and full year 2015 financial results in April 2016. In light of today's announcement, the Company does not propose to provide guidance in this respect.

Forward Looking Statements

This news release contains statements that, to the extent they are not recitations of historical fact, may constitute "forward-looking statements" within the meaning of applicable Canadian securities laws. Forward-looking statements include statements regarding the increase of the dividend and the assumptions underlying it. Pivot uses words such as "may", "would", "could", "will", "likely", "expect", "believe", "intend" and similar expressions to identify forward-looking statements. Any such forward-looking statements are based on assumptions and analyses made by Pivot in light of its experience and its perception of historical trends, current conditions and expected future developments, including the assumption that the Company's financial position will allow for the declaration of a dividend in the second quarter of 2016. However, whether actual results and developments will conform to Pivot's expectations and predictions is subject to any number of risks, assumptions and uncertainties, including the risk that the Company's financial position will not allow the declaration of a dividend in the second quarter of 2016 or thereafter. Many factors could cause Pivot's actual results, to differ materially from those expressed or implied by the forward-looking statements contained in this news release. Additional information about these factors and about the material assumptions underlying such forward-looking statements may be found in Pivot's management's discussion and analysis which is available on SEDAR at www.sedar.com. The "forward-looking statements" contained herein speak only as of the date of this press release and, unless required by applicable law, the Company undertakes no obligation to publicly update or revise such information, whether as a result of new information, future events or otherwise.

For more information, please contact:

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