

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1: Name and Address of Company

Everfront Ventures Corp. (the "Company" or "Everfront")
56 Temperance St., Suite 200
Toronto, ON
M5H 3V5

Item 2: Date of Material Change

May 26, 2017.

Item 3: News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was released through Stockwatch and Market News on May 26, 2017.

Item 4: Summary of Material Change

The Company announced that it has received conditional approval from the TSX Venture Exchange (the "TSXV") for its previously announced acquisition of Datametrex Limited ("Datametrex") by way of a "three-cornered" amalgamation among the Company, Datametrex and Everfront Acquisition Corp., a wholly owned subsidiary of Everfront (the "Transaction"). The Transaction will constitute the Company's "Qualifying Transaction" in accordance with TSXV Policy 2.4 – Capital Pool Companies. In connection with the Transaction, the Company has filed on SEDAR its filing statement dated May 26, 2017 (the "Filing Statement"). Investors are encouraged to review the Filing Statement on Everfront's SEDAR profile at www.sedar.com, which provides detailed information about, among other things, the Qualifying Transaction, Datametrex and the Company upon the completion of the Transaction (the "Resulting Issuer"). Everfront anticipates closing the Transaction on or about June 7, 2017.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

No information other than that provided in Item 4 and Schedule "A" is presently available.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6: Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 7: Omitted Information

Not Applicable.

Item 8: Executive Officer

The following is the name and business telephone number of an executive officer of the Company who is knowledgeable about the material change and this report.

Joshua Gerstein
President & Chief Executive Officer
Everfront Capital Corp.
(416) 479- 8623

Item 9: Date of Report

May 29, 2017.

Schedule "A"

EVERFRONT RECEIVES CONDITIONAL APPROVAL FOR QUALIFYING TRANSACTION AND FILES FILING STATEMENT

Toronto, Ontario (May 26, 2017) Everfront Ventures Corp. (TSX.V: EVC.H - the "Company" or "Everfront"), a capital pool company, is pleased to announce that it has received conditional approval from the TSX Venture Exchange (the "TSXV") for its previously announced acquisition of Datametrex Limited ("Datametrex") by way of a "three-cornered" amalgamation among Everfront, Datametrex and Everfront Acquisition Corp., a wholly owned subsidiary of Everfront (the "Transaction"). The Transaction will constitute the Company's "Qualifying Transaction" in accordance with TSXV Policy 2.4 – Capital Pool Companies. In connection with the Transaction, the Company has filed on SEDAR its filing statement dated May 26, 2017 (the "Filing Statement"). Investors are encouraged to review the Filing Statement on Everfront's SEDAR profile at www.sedar.com, which provides detailed information about, among other things, the Qualifying Transaction, Datametrex and Everfront upon the completion of the Transaction (the "Resulting Issuer"). Everfront anticipates closing the Transaction on or about June 7, 2017.

Joshua Gerstein, the CEO of the Company, stated that "we are very pleased to have reached this milestone and we look forward to completing the Qualifying Transaction with Datametrex".

Andrew Ryu, the Chairman and CEO of Datametrex, stated "this is a very exciting time for our fast-growing technology company and we look forward to the next phase in being a public company".

Datametrex Share Split

Datametrex completed its previously announced 2 for 1 stock split of its outstanding common shares and warrants as set forth under the terms and conditions of the Transaction (the "Share Split"). As a result of the Share Split, Datametrex now has issued and outstanding 47,952,840 common shares and 10,189,868 warrants exercisable at a price of \$0.075 for the first year and \$0.10 for the second year from the date of issuance. The common shares and warrants of Datametrex will be exchanged for common shares and warrants of the Resulting Issuer respectively, in each case on a one to one basis, as part of the Transaction.

Private Placement Financing

Datametrex expects to complete its non-brokered private placement (the "Private Placement") of units as set forth under the terms and conditions of the Transaction prior to or concurrently with the closing of the Transaction for gross proceeds of a minimum of \$2,000,000 and a maximum of \$2,200,000 as prescribed by the conditional approval of the TSXV. Each unit ("Unit") will be at a price of \$0.10 and will consist of one common share and one warrant of Datametrex. Each warrant will be exercisable into one common share of Datametrex at a price of \$0.15 for a period of two years from the date of issuance. Although the Private Placement is non-brokered, Datametrex expects to compensate dealers and arms-length finders by way of: (a) a cash finder's fee equal to 8% of the gross proceeds; and (b) additional warrants of Datametrex equal to 8% of the number of Units issued and shall be exercisable under the same terms and conditions that apply to those warrants issued under the Private Placement. All Datametrex common shares and warrants issued in connection with the Private Placement will be exchanged for common shares and warrants of the Resulting Issuer on similar terms respectively, in each case on a one to one basis, upon completion of the Transaction.

Upon completion of the Transaction and assuming the completion of the minimum amount under the Private Placement and excluding any additional warrants issued as compensation to dealers and arms-length finders, the Resulting Issuer will have 73,690,890 common shares and 30,189,868 warrants issued and outstanding.

Changes to Proposed Directors and Executive Officers of Resulting Issuer

As described in the Filing Statement, the directors and executive officers of the Resulting Issuer are expected to be comprised of the following individuals:

Andrew Ryu – Chief Executive Officer and Director

Andrew Ryu is a seasoned and experienced entrepreneur and operator in public and private companies. Mr. Ryu was a founder and CEO of TLA Inc., President of Business Development of Archer Group, founder and CEO of Loyalist Group Limited, which was nominated as the top TSXV company in 2013, ranked fourth in 2014, and was the top pick of the street in 2014 as well as being the former CEO of Cozumo Inc. Mr. Ryu was nominated by EY as entrepreneur of the year in 2014.

Jeffrey Stevens – President & Chief Operating Officer

Jeff Stevens brings over 18 years of professional experience in the Canadian capital markets, largely focusing on raising capital for micro-cap and small cap companies. Mr. Stevens currently sits on the board of two public companies assisting with project selection and financing. Mr. Stevens has worked on the retail, buy, and sell sides of the industry, having held positions as assistant investment advisor, arbitrage trader, as well as having been the head of two sales and trading desks for a US-based investment bank in Toronto. During his tenure, Mr. Stevens was involved in raising in excess of \$500 million for public and private companies with a client base including institutional money managers, hedge funds, mutual funds and family offices in Canada, US and Europe.

Jonathan Hobbs – Chief Technology Officer

Jonathan Hobbs has been involved in the development and implementation of electronic information systems for over 30 years. As a serial entrepreneur and inventor, Mr. Hobbs has created many new technologies for the collection, processing and dissemination of electronic data. Mr. Hobbs is the inventor of Datametrex's "DataTap" technology.

John Randolph (Randy) Clifford – Chief Financial Officer

Randy Clifford has over twenty-five years of corporate management and consulting experience with numerous public and private companies in a wide variety of industries. Mr. Clifford was the Chairman from 1996 to 2006, CEO from 1999 to 2006 and a director from 1996 to 2006 of Cash Canada Group Ltd. During his tenure with Cash Canada, he organized the company's graduation from Tier 2 to Tier 1 issuer status on the TSXV, and assisted in procuring debenture and bank financing. Mr. Clifford was a director of Firebird Capital Partners Energy Inc., a capital pool company on the TSXV and now Emerald Health Therapeutics Inc., with a market capitalization in excess of \$100 million. Mr. Clifford was also director and officer of Wise Oakwood Ventures Inc. another capital pool company listed on the TSXV. Mr. Clifford spearheaded Wise Oakwood Ventures' qualifying transaction with Zomedica Pharmaceuticals Corp. in April of 2016. Zomedica is now a Tier 1 listed company on the TSXV with a market capitalization of approximately \$250 million.

Steve (Byungjoo) Kang – Vice-President - Finance

Steve Kang is a seasoned finance and accounting professional with Certified Management Accountant (USA) and CPA, CGA (Ontario) designations. For the last 25 years, Mr. Kang has acquired a wealth of finance expertise and experience from working at Honeywell, LG Electronics, and various accounting and finance firms. Most recently, he served as a Vice President, Finance at Loyalist Group Limited.

Stefan Baerg – Vice-President – Sales & Marketing

Stefan Baerg is an accomplished sales leader with a strong track record in business development, client management and sales operations. Most recently, Mr. Baerg held the role of Vice President of Relationship Management with TD Bank - Merchant Solutions where he successfully led his organization through significant transformation and achieved improvement in client retention, year-over-year revenues, customer satisfaction and employee retention. Prior to his time with TD Bank, Mr. Baerg held leadership roles with Amex, Kestrel Data and Danone. Mr. Baerg also led a successful start-up venture with Xela Global Resources focusing on delivering human capital management strategies to a diverse group of clients. Mr. Baerg holds a Bachelor of Commerce Degree with Distinction from the University of Alberta and has completed an Executive Product Management Institute Program through the Schulich School of Business at York University.

Joshua Gerstein – Director

Joshua Gerstein has spent the past 6 years as Managing Director of Everfront Capital Corp., a merchant banking and strategic advisory firm, where he has worked on a variety of transactions for both private and public companies. Mr. Gerstein currently serves as the CEO and a director of the Company. Prior to setting up Everfront Capital, Mr. Gerstein worked in the investment banking industry from 2003 until 2010. Mr. Gerstein holds a JD (1999) and MBA (1999) from the University of Toronto.

Charles Schade – Director

Charles Schade is a senior level marketing executive in the insights industry, with a proven track record for strategically identifying opportunities and successfully launching new products. Mr. Schade has led, motivated and attracted high performance teams by inspiring staff through ongoing coaching and mentoring. Mr. Schade is a founder and former President of NPD Canada with over 25 years of sales & servicing background. Mr. Schade has embraced industry leadership roles through speaking engagements at industry functions.

Andrew Male – Director

Andrew Male is an experienced director and CEO of international public and private investment, mining and oil & gas companies. Mr. Male is presently a director of two TSXV-listed issuers and most recently served as the CEO and a director of Greatbanks Resources Ltd. Mr. Male has extensive experience in corporate finance, M&A, turnaround and corporate transitional implementation, start-up businesses, private to public markets transition with financing and listings on the TMX Group and London Stock Exchange. As the former CEO of Cancana Resources Corp., a TSXV Top 50 Company, Mr. Male guided the company through its initial financing phases, project acquisitions, deployment of exploration programs, development financing, the transitioning of mining assets from greenfield to brownfield and the acquisition of adjacent producers.

Cory Taylor – Director

Cory Taylor most recently served as the Senior Vice President and Country Manager at Elavon Inc. and is an accomplished financial services executive with over 20 years of experience in the merchant card services and lending industries. Throughout his decade at Elavon, Mr. Taylor built key relationships and developed the strategic plan for the company's successful entry into the Canadian market. Elavon is now a leader in the payments industry in Canada, providing services to almost 70,000 Canadian businesses. Prior to Elavon, Mr. Taylor held the position of Vice President at Tricor Lease and Finance Inc. and served as the General Manager, Sales & Product for Merchant Mastercard at Canada Trust. Throughout his career, Mr. Taylor has worked on many complex projects providing him with experience on all aspects of strategic planning, compliance, and go-to-market analysis.

Trading Symbol

The Company will issue a further press release once the TSXV issues its bulletin announcing its final approval of the Qualifying Transaction and the date that trading of the common shares of the Resulting Issuer is expected to commence on the TSXV. The Resulting Issuer's trading symbol will be "DM".

About Everfront Ventures Corp.

Everfront is a capital pool company that completed its initial public offering and listing on the TSXV in December of 2011. Everfront has not conducted any business operations other than identifying and evaluating potential business transactions that would qualify as its Qualifying Transaction.

About Datametrex Limited

Datametrex is a privately-held technology company based in Toronto, Ontario that develops, assembles, markets and distributes devices for the cloud-based collection and analysis of raw customer data from point-of-sale machines at the retail merchant level. Datametrex's main device technology, known as "Datatap", is designed to retrofit retailers' existing point-of sale machines, thereby providing retailers the benefits of a cloud-based data collection system while avoiding the costs of having to acquire new and expensive point-of-sale terminals.

Forward Looking Statements

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the completion of the proposed Transaction and Private Placement. Although Everfront believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct.

Forward looking information is typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or are those, which, by their nature, refer to future events. Everfront cautions investors that any forward-looking information provided by Everfront are not guarantees of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: Everfront's ability to complete the proposed Transaction; the state of the financial markets for Everfront's securities; Everfront's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that Everfront is unaware of at this time. The reader is referred to Everfront's most recent annual and interim Management's Discussion and Analysis for a more complete discussion of all applicable risk factors and their potential effects, copies of which may be accessed through Everfront's page on SEDAR at www.sedar.com.

For further information please contact Joshua Gerstein at (416) 479-8623.

Completion of the transaction is subject to a number of conditions, including but not limited to, TSX Venture Exchange acceptance and if applicable, disinterested shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Everfront Ventures Corp. should be considered highly speculative.

The TSX Venture Exchange has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

Haywood Securities Inc., subject to completion of satisfactory due diligence, has agreed to act as sponsor in connection with the transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the transaction or the likelihood of completion.

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 press release.