FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Memex Inc.
3425 Harvester Road, Suite 105
Burlington, ON L7N 3N1

Item 2 Date of Material Change

September 26, 2017

Item 3 News Release

A news release describing the material changes was issued on September 26, 2017 via AccessWire.

Item 4 Summary of Material Change

Memex Inc. ("MEMEX" or the "Company") is pleased to announce that it has closed on its previously announced “best efforts” private placement offering (the “Offering”) announced on August 22, 2017 and upsized as announced on September 15, 2017. Pursuant to the Offering, the Company issued 17,820,000 units of the Company (the “Units”) at a price per Unit of $0.16 for total gross proceeds of $2,851,200.

Item 5 Full Description of Material Change

Memex Inc. ("MEMEX" or the "Company") is pleased to announce that it has closed on its previously announced “best efforts” private placement offering (the “Offering”) announced on August 22, 2017 and upsized as announced on September 15, 2017. Pursuant to the Offering, the Company issued 17,820,000 units of the Company (the “Units”) at a price per Unit of $0.16 for total gross proceeds of $2,851,200.

Eight Capital acted as lead agent, on behalf of a syndicate including Haywood Securities Inc. and Gravitas Securities Inc. (together, the "Agents").

Each Unit consists of one common share of the Company (a “Share”) and one-half of one Share purchase warrant (each full warrant, a “Warrant”). Each Warrant shall entitle the holder thereof to acquire one Share at a price of $0.25 for a period of 24 months following the closing of the Offering. In the event that the closing sale price of the Company’s common shares on the TSX Venture Exchange is greater than $0.35 per Share for a period of 20 consecutive trading days at any time after the closing of the Offering, the Company can accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire on the 30th day after the date on which such notice is given by the Company.

MEMEX issued to the Agents a total of 881,250 compensation options in connection with the Offering. Each such compensation option entitles the holder thereof to acquire a Share at a price of $0.16 per Share for a period of 24 months following the closing of the Offering.

The net proceeds from the Offering will be used for working capital and general corporate purposes. The securities issued under the Offering are subject to a four month hold period from the date of closing of the Offering in addition to any other restrictions under applicable law.

Insiders of MEMEX purchased $85,000 of Units under the Offering, which is considered a related party transaction within the meaning of Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). MEMEX relied on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in Sections 5.5(a) and 5.7(a), respectively, of MI 61-101 in respect of such insider participation. No new insiders and no control persons were created in connection with the Offering.

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

Ed Crymble
Chief Financial Officer
Telephone: 905-635-1540 ext. 110

Item 9 Date of Report

September 29, 2016