# 51-102F3
# Material Change Report

**Item 1 Name and Address of Company**

Bold Stroke Ventures Inc. ("BSV" or the "Company")
#414 - 2906 West Broadway
Vancouver, B.C.
V6K 2G8

**Item 2 Date of Material Change**

November 7, 2014

**Item 3 News Release**

News release was disseminated on November 7, 2014 through the services of Stockwatch.

**Item 4 Summary of Material Change**

The Company announces a non-brokered private placement to raise up to CDN $250,000 consisting of up to 5,000,000 common shares at a price of CDN $0.05 per Share.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announces a non-brokered private placement to raise up to CDN $250,000 consisting of up to 5,000,000 common shares ("Shares") at a price of CDN $0.05 per Share (the "Private Placement").

BSV may pay finder's fees on a portion of the Private Placement in accordance with applicable securities laws and the policies of the TSX Venture Exchange (the "Exchange"). All securities issued under the Private Placement will be subject to a four month and one day "hold period" under applicable Canadian securities legislation.

The Private Placement is subject to approval of the Exchange.

The sale of the Shares under this Private Placement will be conducted in reliance upon certain prospectus exemptions, including the exemption allowing issuers to raise capital by distributing securities to existing shareholders (the "Existing Shareholder Exemption") contained in Multilateral CSA Notice 45-313 and the various corresponding blanket orders and rules of participating jurisdictions (but excluding Ontario, Newfoundland and Labrador where the Existing Shareholder Exemption is not available) as well as other available prospectus exemptions, including sales to accredited investors and close personal friends and business associates of directors and officers of BSV. In accordance with the Existing Shareholder Exemption, BSV confirms there is no material fact or material change related to BSV which has not been generally disclosed.

BSV has set November 6, 2014 as the record date for the purpose of determining existing shareholders entitled to purchase Shares pursuant to the Existing Shareholder Exemption. Subscribers purchasing Shares under the Existing Shareholder Exemption will need to represent in writing that they meet certain requirements of the Existing Shareholder Exemption, including that they were, as of the record date and continue to be as of the date of closing for their subscription, a shareholder of BSV. The aggregate acquisition cost to a subscriber under the Existing Shareholder Exemption cannot exceed CDN $15,000 unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment. There is no minimum subscription.

Assuming the Private Placement is fully subscribed, BSV intends to allocate the net proceeds to (i) audit and filing fees in connection with the preparation of BSV's audited financial statements - $12,000; (ii) general and administrative expenses until completion of a Qualifying Transaction - $43,000; and (iii) identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction - $195,000.

Although BSV intends to use the proceeds of the Private Placement as described above, the actual allocation of net proceeds may vary from the uses set forth above, depending on future operations, unforeseen events or opportunities. If the Private Placement is not fully subscribed, BSV will apply the proceeds to the above uses in priority and in such proportions as the Board of Directors and management of BSV determine is in the best interest of BSV.

Existing shareholders of BSV are directed to contact BSV for further information concerning subscription for Shares under the Private Placement in reliance on the existing Shareholder Exemption as follows:

| | |
|---|---|
| Contact Person: | Kinder Deo |
| Telephone: | (604) 980-3098 |
| Email: | bold.stroke.ventures@gmail.com |

If the aggregate subscription for Shares under the Private Placement exceeds the maximum number of Shares proposed to be distributed, subscriptions will be accepted in whole or in part at the discretion of BSV, however in the event the sale of Shares under the Private Placement is over-subscribed, subscriptions for Shares will be processed by BSV on a first come, first served basis.

**About Bold Stroke Ventures Inc.**

BSV, a capital pool company within the meaning of the policies of the Exchange, was originally listed on the Exchange on February 8, 2012. On July 26, 2012 BSV announced it had entered into a letter of intent to acquire 100% of the common shares of Upfile Services Inc. ("Upfile"), followed by a share exchange agreement dated November 6, 2012, as amended September 20, 2013. The proposed transaction was expected to qualify as BSV's "Qualifying Transaction" as defined by Exchange Policy 2.4. Details are available in BSV's Filing Statement which was filed on www.sedar.com on November 28, 2013. Effective June 11, 2014 BSV was transferred from the Exchange to the NEX Board for failure to complete a Qualifying Transaction within twenty-four months of listing. On October 9, 2014 BSV announced termination of the transaction, as it was unable to complete the proposed financing and meet the listing requirements as a Tier 2 Issuer on the Exchange.

Given the foregoing and difficulties in capital markets generally, BSV wishes to advise shareholders that it has resumed discussions with Upfile with a view to determining whether such a proposed transaction could be accomplished by moving its public listing from the TSX Venture Exchange to the Canadian Stock Exchange (the "CSE"). At this stage it is too early to be definitive about current discussions; however BSV is reviewing its options and the listing costs and requirements of the CSE to determine if such a move is warranted and if so would be more appropriate for BSV. BSV expects to be able to provide shareholders with more detailed information over the next 2 months. In the interim it has determined the short term financing will assist in maintaining existing operating activities and enable BSV to negotiate with potential parties from a positon of strength.

**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**

Robert A. Sim
President and Director
Bold Stroke Ventures Inc.
Tel: 604-980-3098

**Item 9 Date of Report**

November 14, 2014