

FORM 51-102 F3

MATERIAL CHANGE REPORT

(Pursuant to Part 7 of National Instrument 51-102 - Continuous Disclosure Obligations)

1. Name and Address of Issuer:

Input Capital Corp. (the “**Issuer**”, the “**Company**” or “**Input**”)
300 – 1914 Hamilton Street,
Regina, Saskatchewan S4P 3N6

2. Date of Material Change:

August 12, 2020.

3. Press Release:

A press release was distributed through CISION on August 12, 2020.

4. Summary of Material Changes:

The Company announced it entered into an Arrangement Agreement (the “**Agreement**”) with Bridgeway National Corp. and its wholly-owned subsidiary, 102109637 Saskatchewan Ltd. The Arrangement Agreement sets for the terms and conditions upon which the parties will complete statutory plan of arrangement under *The Business Corporations Act* of Saskatchewan .

5. Full Description of Material Change:

The Company and Bridgeway National Corp. (“**Bridgeway**”) entered into the Arrangement Agreement pursuant to which Bridgeway will acquire all of the issued and outstanding common shares of Input by way of a statutory plan of arrangement under *The Business Corporations Act* of Saskatchewan.

Under the terms of the Agreement, each Input shareholder (the “**Input Shareholders**”) will receive cash consideration of \$1.75 for each Input Share held (the “**Consideration**”), representing aggregate consideration of approximately \$97.5 million on a fully diluted basis. The Consideration represents an approximately 103% premium to the closing price of Input Shares on August 12, 2020, and an approximately 149% premium to the VWAP of the Input Shares over the last full year of trading. The Agreement is not subject to any financing condition.

Completion of the Plan of Arrangement is subject to a number of conditions including: approvals of the Saskatchewan Court of Queen’s Bench, special approval of the Input Shareholders and the final acceptance of the TSX Venture Exchange.

The Agreement includes customary deal-protection provisions. Input is subject to non-solicitation provisions and in certain circumstances, the Board of Directors may terminate the Agreement in favour of an unsolicited superior proposal, subject to the payment of a termination fee and subject to a right of Bridgeway to match such superior proposal.

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

This report is not being filed on a confidential basis.

7. Omitted Information:

There are no significant facts required to be disclosed herein which have been omitted.

8. Executive Officer:

For further information contact:

Doug Emsley
President and Chief Executive Officer
Phone: 306-347-1024

9. Date of Report:

August 17, 2020

Forward Looking Statements

This material change report includes forward-looking statements regarding Input and its business. Such statements are based on the current expectations and views of future events of Input's management. In some cases the forward-looking statements can be identified by words or phrases such as "may", "will", "expect", "plan", "anticipate", "intend", "potential", "estimate", "believe" or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The forward-looking events and circumstances discussed in this release may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting Input, including risks regarding the agricultural industry, economic factors and the equity markets generally and many other factors beyond the control of Input. No forward-looking statement can be guaranteed. Forward-looking statements and information by their nature are based on assumptions and involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statement or information. Accordingly, readers should not place undue reliance on any forward-looking statements or information. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and Input undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.