FORM 51–102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

3TL Technologies Corp. (the "**Company**")
422 Richards St., Suite 160
Vancouver, BC V6B 2Z4

Item 2 Date of Material Change

December 30, 2015

Item 3 News Release

A news release was issued by the Company on December 30, 2015 and distributed through Marketwired and filed on SEDAR.

Item 4 Summary of Material Change

The Company has completed its previously announced offering of units and raised gross proceeds of $773,700.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company has completed its previously announced offering of units (the "**Units**"). The Company issued 7,737,000 Units at a price of $0.10 per Unit for total gross proceeds of $773,700 (the "**Offering**"). The Offering was completed by Global Securities Corporation (the "**Agent**").

Each Unit consists of one common share and one-half of one common share purchase warrant (each a "**Warrant**"). Each whole Warrant will entitle the holder thereof to purchase one additional common share at a price of $0.20 per common share at any time on or before December 30, 2017. If the volume weighted average price of the Company's common shares exceeds $0.30 for any 20 consecutive trading days, and the shares trade on at least 10 of such trading days, the Company shall be entitled to accelerate the expiry of the Warrants to a date that is 30 days following notice of such acceleration.

The net proceeds of the Offering will be used to fund the Company's sales, marketing, and research and development activities and for general working capital purposes.

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 Craig
Chief Executive Officer
Telephone: 604-639-5441

Item 9 Date of Report

January 4, 2016