

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

OOOOO ENTERTAINMENT COMMERCE LIMITED
c/o 1000 – 925 West Georgia Street
Vancouver, British Columbia V6C 3L2

2. Date of Material Change:

The material change described in this report occurred on July 19, 2021.

3. News Release:

On July 19, 2021, OOOOO Entertainment Commerce Limited (the "**Company**") (formerly Evermount Ventures Inc. issued a news release through the facilities of Newsfile Corp., a copy of which has been filed on the System for Electronic Document Analysis and Retrieval (SEDAR).

4. Summary of Material Change:

On July 19, 2021, the Company completed its previously announced "qualifying transaction" (the "**Transaction**") with Video Commerce Group Limited ("**VCG**").

Immediately prior to the closing of the Transaction, the Company consolidated its existing common shares on a 2:1 basis (the "**Consolidation**"), amended its articles to, among other things, implement a dual class voting structure (the "**Dual Class Structure**"), including the creation of a new class of subordinate voting shares (the "**Subordinate Voting Shares**") and a new class of multiple voting shares (the "**Multiple Voting Shares**") and a class of preferred shares and changed its name to "OOOOO Entertainment Commerce Limited".

5. Full Description of Material Change:

On July 19, 2021, the Company completed the Transaction. The Transaction, which constituted the Company's "qualifying transaction", was completed by share exchange, pursuant to which the Company acquired all of the outstanding ordinary shares of VCG. VCG is now a wholly-owned subsidiary of the Company.

Immediately prior to the Transaction, the Company completed the Consolidation, amended and restated its articles to implement the Dual Class Structure and an advance notice policy and changed its name to "OOOOO Entertainment Commerce Limited". Each Subordinate Voting Share carries the right to one vote per share on all matters to be voted on by shareholders of the Company and each Multiple Voting Share carries the right to five (5) votes per share on all matters to be voted on by shareholders of the Company.

Pursuant to the Transaction, the Company issued: (i) 35,108,195 Subordinate Voting Shares to VCG shareholders (except for Samuel Jones) in exchange for each ordinary share

of VCG held by such shareholders; and (ii) 17,332,771 Multiple Voting Share to Samuel Jones in exchange for each ordinary share of VCG held by Samuel Jones. Samuel Jones is the sole holder of the Multiple Voting Shares.

Upon completion of the Transaction (after giving effect to the Consolidation and the conversion of the Subscription Receipts previously issued by VCG, the Company has 61,428,213 Subordinate Voting Shares issued and outstanding and 17,332,771 Multiple Voting Shares issued and outstanding.

The Subordinate Voting Shares are expected to commence trading on the TSXV under the symbol "OOOO" at the commencement of trading on Thursday, July 22, 2021.

Full details of the Transaction and certain other matters are set out in the filing statement of the Company dated March 10, 2021, the management information circular dated March 3, 2021 and the news release dated June 21, 2021. Copies of the foregoing are available under the Company's profile on SEDAR at www.sedar.com.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted respecting the material change and this report:

Samuel Jones
Chief Executive Officer
Telephone: 604-256-0771

9. Date of Report:

July 22, 2021

Forward Looking Information

Information set forth in this Material Change Report contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. The Company cautions that all forward looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond the Company's control. Such factors include, among other things: risks and uncertainties relating to the timing of the Company's Subordinate Voting Shares commencing trading on the TSXV, including those described in the Company's other disclosure documents filed with the Canadian Securities Administrators and available on www.sedar.com. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward looking information. Except as required under applicable securities legislation, the Company undertakes no obligation to publicly update or revise forward-looking information.