

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

RG One Corp.
25 Adelaide Street East, Suite 1900
Toronto, Ontario
M5C 3A1

Item 2. Date of Material Change

A material change took place on February 20, 2016.

Item 3. News Release

On February 29, 2016, a news release in respect of the material change was released through the facilities of Marketwired.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Ryan Roebuck
Chief Executive Officer
RG One Corp.
Tel: 416-361-2214

Item 9. Date of Report

February 29, 2016

SCHEDULE "A"

RG One Corp.

25 Adelaide Street East, Suite 1900
Toronto, Ontario, M5C 3A1

PRESS RELEASE

FOR IMMEDIATE RELEASE

February 29, 2016

Not for distribution in the United States or through United States wire services.

Initial Public Offering

Toronto, Ontario – February 29, 2016, RG One Corp. announces that distribution of its initial public offering has lapsed without closing.

RG One Corp.'s documents may be accessed at www.sedar.com.

For further information please contact:

Ryan Roebuck
Chief Executive Officer
RG One Corp.
Tel: 416-361-2214