

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of the Company

Revelstoke Equity Inc. (the "**Company**")
29 Berwick Avenue
Toronto ON M5P 1G9

Item 2. Date of Material Change

September 14, 2015

Item 3. News Release

A news release setting out information concerning the material change described in this report was disseminated through the facilities of Marketwire and filed on the System for Electronic Document Analysis and Retrieval (SEDAR) on September 16, 2015 and is attached as Schedule "A" to this material change report.

Item 4. Summary of Material Change

The Company, a capital pool company, announced that it has signed a letter of intent dated September 14, 2015 (the "**LOI**") to enter into a business combination (the "**Qualifying Transaction**") with Zonetail Inc. ("**Zonetail**").

Item 5.1 Full Description of Material Change

Pursuant to the terms of the LOI, completion of the Qualifying Transaction will be subject to a number of conditions, including execution of a definitive acquisition or merger agreement, completion of satisfactory due diligence and a private placement and receipt of applicable stock exchange, regulatory and shareholder approvals. The Qualifying Transaction will be completed by way of either a securities exchange or amalgamation of Zonetail with a new special purpose subsidiary of the Company, upon which Zonetail will become a wholly-owned subsidiary of the Company. It is intended that the Qualifying Transaction will constitute the Company's qualifying transaction pursuant to Policy 2.4 – *Capital Pool Companies* of the TSX Venture Exchange.

Full details of the Qualifying Transaction are available in the press release attached hereto as Schedule "A".

Item 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

Craig Leon, President and Director
Telephone: 416-368-2773

Item 9. Date of Report

September 24, 2015

Schedule “A”

NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES. THIS NEWS RELEASE DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN.

REVELSTOKE EQUITY INC. TO ENTER INTO A BUSINESS COMBINATION WITH ZONETAIL INC.

September 16, 2015 Toronto, Ontario – Revelstoke Equity Inc. (TSXV – REQ.P) (“**Revelstoke**”) is pleased to announce that it has signed a letter of intent (“**LOI**”) dated September 14, 2015 to enter into a business combination (the “**Qualifying Transaction**”) with Zonetail Inc. (“**Zonetail**”).

Description of Zonetail

Founded in 2013, Zonetail’s technology is an anchored local mobile content engine that connects users with their location and surroundings. It is designed to save time and make locations more familiar, social, and rewarding. More than a mobile application, Zonetail’s technology platform is a cloud-based content management system (“**CMS**”) and analytics suite. Zonetail was launched with a focus on the hotel vertical, but the platform is being expanded into other verticals where people live, stay, work, or congregate. Zonetail’s customers currently also include property managers for large residential condominiums.

Zonetail Inc. was incorporated under the *Canada Business Corporations Act* on March 14, 2013. The company is headquartered in Toronto, Ontario and has an office in Pasadena, California and a satellite technology office in Cambridge, Ontario.

Zonetail has raised approximately C\$3,000,000 in equity since its formation, including approximately C\$2,300,000 raised in July 2015 at an issue price of C\$0.25 per share.

Zonetail currently has 33,252,074 common shares (the “**Zonetail Shares**”) issued and outstanding. Zonetail also has options and warrants outstanding to acquire an aggregate of 742,400 Zonetail Shares.

Since incorporation, Zonetail has used its funds to develop its technology, prove out the concept, sign a number of hotels and advertisers and develop strategic partnerships. To date, Zonetail has signed a substantial number of hotel properties in Canada, U.S.A. and other jurisdictions as well as a substantial number of condominium buildings in Canada. Zonetail is currently in negotiations with a number of large global hotel chains.

Financing

In connection with and as a condition to the Qualifying Transaction, Zonetail intends to complete an equity financing through a private placement of subscription receipts (the “**Subscription Receipts**”) for minimum gross proceeds of C\$2,000,000 (the “**Private Placement**”). Zonetail has engaged Beacon Securities Limited (“**Beacon**”) to serve as lead agent on a commercially reasonable best-efforts basis in connection with the Private Placement. The issue price per subscription receipt will be determined by Zonetail and Beacon in the context of the market (“**Issue Price**”). The Subscription Receipts will be sold to “accredited investors” pursuant to exemptions from prospectus requirements under Canadian securities laws. The Subscription Receipts and the underlying Zonetail Shares will be subject to a 4-month hold period in Canada.

At closing of the Private Placement, the gross proceeds from the Private Placement and the Agents’ Fee (as defined herein) (collectively, the “**Escrowed Funds**”) shall be placed in escrow with a Canadian trust company (the “**Subscription Receipt Agent**”), and invested pursuant to the terms of a subscription receipt agreement (the “**Subscription Receipt Agreement**”), to be entered into among Zonetail, Beacon and the Subscription Receipt Agent. Upon satisfaction of certain conditions for the release of the Escrowed Funds to be set forth in the Subscription Receipt Agreement (including confirmation from Zonetail and Revelstoke of the satisfaction or waiver of all conditions to the Qualifying Transaction and receipt of all required stock exchange, regulatory and shareholder approvals for the Qualifying Transaction) (the “**Escrow Release Conditions**”) and prior to the deadline for their release stipulated in the agreement, the Subscription Receipt Agent will release the Escrowed Funds, less the Agents’ Fee (as defined herein) and expenses. In the event that the Escrow Release Conditions are not satisfied on or before the stipulated deadline, the gross proceeds will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be automatically cancelled.

Pursuant to the terms of the Subscription Receipt Agreement, the Subscription Receipts shall automatically be deemed to be exchanged, without payment of any additional consideration, for Zonetail Shares upon satisfaction of the Escrow Release Conditions, which Zonetail Shares shall be forthwith exchanged for Revelstoke Shares pursuant to the completion of the Qualifying Transaction.

Beacon will be paid a cash fee (“**Agents’ Fee**”) of 7% of the gross proceeds of the Private Placement. Beacon will also be granted a number of compensation options (“**Compensation Options**”) equal to 7% of the number of Subscription Receipts issued to investors in the Private Placement, subject to required regulatory approval. Each Compensation Option will be exercisable for one Zonetail Share or one Revelstoke Share (subject to any necessary adjustment) at the Issue Price for a period of 24 months following satisfaction of the Escrow Release Conditions.

The net proceeds of the Private Placement will be used for working capital and general corporate purposes.

Revelstoke

Revelstoke is a capital pool company and intends that the acquisition of Zonetail will constitute its Qualifying Transaction as such term is defined in the policies of the TSX Venture Exchange (the “**Exchange**”).

Shareholders Meeting

Since the Qualifying Transaction is an arm’s length transaction under the policies of the Exchange, Revelstoke will not be required to obtain shareholder approval of the transaction.

Terms of the Qualifying Transaction

Pursuant to the terms of the LOI, completion of the Qualifying Transaction will be subject to a number of conditions, including execution of a definitive acquisition or merger agreement, completion of satisfactory due diligence, completion of the Private Placement and receipt of applicable stock exchange, regulatory and shareholder approvals. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

The Qualifying Transaction will be completed by way of either a securities exchange or amalgamation of Zonetail with a new special purpose subsidiary of Revelstoke whereupon the shareholders of Zonetail will receive a number of common shares of Revelstoke (“**Revelstoke Shares**”) for each Zonetail Share based on an exchange ratio to be determined in accordance with the relative valuations of Zonetail Shares and Revelstoke Shares. For the purpose of calculating the share exchange ratio, each Zonetail Share will be valued at the Issue Price under the Private Placement and each Revelstoke Share will be valued at C\$0.20. It is not contemplated that Revelstoke will pay any cash or other non-share consideration for Zonetail under the Qualifying Transaction.

Additionally, the Subscription Receipts will be exchanged (without payment of any additional consideration) for Zonetail Shares upon satisfaction of all Escrow Release Conditions and such Zonetail Shares shall be exchanged, under the Qualifying Transaction, for Revelstoke Shares on the same basis as any currently issued and outstanding Zonetail Shares.

Any outstanding options, warrants and similar rights to acquire Zonetail Shares will be exchanged for analogous options, warrants and similar rights to acquire Revelstoke Shares, based on the share exchange ratio and subject to compliance with the policies of the Exchange. These securities will be issued pursuant to exemptions from prospectus requirements in Canadian and U.S. securities laws, if applicable.

Upon completion of the Qualifying Transaction and the Private Placement, Zonetail will become a wholly-owned subsidiary of Revelstoke.

Trading of the securities of Revelstoke will be halted until the completion of the Qualifying Transaction.

All information in this press release relating to Zonetail is the sole responsibility of Zonetail.

Additional Information about Zonetail

Zonetail’s technology allows guests to interact with local hotel services, where they are and when they want. Zonetail has combined the hotel compendium with a “Shop, Dine, and Explore” section, populated with advertising from the surrounding area.

The Zonetail mobile platform also includes an easy-to-use Content Management System and an analytics suite, giving hotels actionable insights on their guests, helping to increase efficiency, personalize their stay, and improve loyalty.

Advantages and benefits to hotel customers from Zonetail's offering include the following:

- Increased revenue potential. Improve potential for revenue per available room by increasing guest exposure to hotel offerings such as food and beverage by targeted in-app messaging, and push notifications.
- Enhanced guest services. Zonetail allows guests to interact with local hotel services and surrounding area, wherever they are and when they want.
- Real-time content control. Using the CMS, hotels can create and control brand standards and content, anytime from anywhere.

Advantages and benefits to advertisers from Zonetail's offering include the following:

- Direct to guest advertising. Enables advertisers to reach high turnover, hotel guests staying in the area with a branded message and deal.
- A GPS map to the advertiser's location.
- Control the content in real-time. The advertiser can change its offering as often as it likes, taking advantage of contextual relevance and time-sensitivity.

Advantages and benefits to property managers and residents from Zonetail's offering include the following:

- Enhanced tenant experience. The "Shop, Dine, Explore" section includes complete and current information on local events, attractions, and advertising from surrounding businesses and services offering contextually relevant information, and custom deals.
- Reduce costs. Reduce phone operator time and human error as tenants can look up and interact with information themselves.
- Tenant services and amenities. Common area usage. Includes policy, booking system, and gallery of images.

Zonetail Financial Statements

The financial statements of Zonetail for the fiscal year ended January 1, 2015 are currently being audited and they will, together with the unaudited comparative statements for the fiscal year ended January 1, 2014 and Zonetail's interim statements for the period ended June 30, 2015 (to be reviewed by Zonetail's auditors), be included in a filing statement (the "**Filing Statement**") to be prepared and filed with the Exchange in connection with the Qualifying Transaction.

Financial information regarding Zonetail will be disclosed in a further news release following the preparation of the financial statements as noted above.

Insiders and Board of Directors of the Resulting Issuer

At closing of the Qualifying Transaction, all of the existing directors and officers of Revelstoke will resign and it is anticipated that management of the resulting issuer will include the persons identified in the section under the heading "Background on New Officers", below. The board of directors of the resulting issuer will be increased in size to 5 directors and will be solely composed of the nominees of Zonetail, of which 3 directors will be independent of management. The new directors will be as follows:

- Mark Holmes (President and Chief Executive Officer)
- Paul Scott (Chairman)
- Adam Topp (Independent Director)
- 2 additional nominees of Zonetail to be designated

The principal shareholders of Zonetail are Mark Holmes (President and Chief Executive Officer) and Peter Holmes (Chief Marketing Officer). Mark Holmes and Peter Holmes, both residents of Ontario, are expected to own more than 10% of the Revelstoke Shares after giving effect to the Qualifying Transaction (and therefore are expected to become insiders of Revelstoke by virtue of their respective share holdings), subject to the number of Revelstoke Shares that may be issued as part of the Private Placement. In addition, the directors and officers of Zonetail mentioned in this press release will become insiders of Revelstoke.

The Zonetail Shares are currently held by 32 shareholders (including certain directors and officers of Zonetail). All of the shareholders of Zonetail are at arm's length to Revelstoke except for Rangercap Inc., a corporation controlled by Craig Leon (an officer, director and shareholder of Revelstoke), which holds 680,000 Zonetail Shares and options to purchase 198,500 Zonetail Shares.

Background on New Officers and Independent Directors

Mark Holmes – President and Chief Executive Officer

Having owned and managed Kingsway Agencies, a leading company in hospitality content and marketing services, Mark brings fifteen years of category learning and leadership to Zonetail. Mark's experience and network, in both the hotel and retail/restaurant industries, along with Kingsway's 55 year old legacy, are an integral component in the success of Zonetail.

Peter Holmes – Founder and Chief Marketing Officer

Peter's strategic consumer and business insights have helped drive some of the most successful digital and traditional advertising campaigns in Canadian history. Having received some 500 national and international awards for creative excellence, his work was Curator selected for the inaugural and permanent advertising collection of the Royal Ontario Museum and the Canadian Graphic Design History Project.

Troy Raineville – Chief Operating Officer

Troy is a highly experienced and seasoned executive, having 25 years of experience in senior level management positions within the hospitality industry. He has formerly served as General Manager at several major hotels, Chair of Choice Hotels Canadian Franchisee Advisory Board, and Board Member of Choice Hotels International Owners Council. Troy has also served as Chair of Cambrian College Hotel and Restaurant Management Advisory Board, where he also served as Visiting Professor.

Paul Scott – Managing Director USA

Paul is and has been the President of Scott Analytics since 2008 and he is the former Director of Clients at the UCLA Olympic Analytical Laboratory and a founder and the Chief Science Officer of the Agency for Cycling Ethics, Inc. Prior to joining the UCLA laboratory, he was a practicing patent attorney at the New York offices of Sidley, Austin, Brown and Wood where his practice was primarily in the biochemical and pharmaceutical industries. He has been consulting and testified as an anti-doping expert witness in several cases in cycling, Pro Sports such as the NFL and MLB, as well as the Olympics.

Monique Delorme – Chief Financial Officer

Monique has recently joined Zonetail with more than 20 years of senior finance executive experience with both large and small publicly traded companies. Prior to launching her own consulting practice in 2012, Monique held several corporate positions with TSX listed companies including as CFO, VP Finance, Controller and Director of

Shared Services. Monique graduated from McGill University with a bachelor of commerce and a post-graduate degree in public accountancy and holds a US CPA designation from Chicago, Illinois.

David Arbuthnot – Chief Technology Officer

David has over 20 years of experience in managing technology and growing businesses across a diverse range of industries including Consumer Packaged Goods, Management Consulting, Mobile applications and the Internet of Things. He brings a breadth of experience and knowledge to the development of the Zonetail platform.

David holds a B.Eng and Management in Computer Engineering from McMaster University and an MBA from Schulich School of Business at York University with a double-major in Strategy and Finance.

Adam Topp – Independent Director

Adam is the Chief Executive Officer of Humn Pharmaceuticals Inc. and has served in that capacity since 2013. Adam was Chief Operating Officer, Health Sciences Centre (Winnipeg Regional Health Authority) from 2008 to September 2012. He has also served as Senior Associate Consultant for Hay Group since January 2003.

The names and biographical information of the two additional independent directors to be designated will be disclosed in the Filing Statement.

Sponsorship of Qualifying Transaction

Sponsorship of a qualifying transaction of a capital pool company is required by the Exchange unless exempt in accordance with the policies of the Exchange. Given the size and nature of the Private Placement, Revelstoke will apply for an exemption from the sponsorship requirements pursuant to the policies of the Exchange.

Revelstoke will make a subsequent press release of information regarding summary financial information and details of the Private Placement.

For further information please contact:

Revelstoke Equity Inc.

Craig Leon – President and Director

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Cautionary Note

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

Forward-Looking Statements

Certain information set forth in this press release may contain “forward-looking statements” or “forward-looking information” under applicable securities laws. Except for statements of historical fact, certain information contained herein may constitute forward-looking statements, which may include management’s assessment of Zonetail’s future plans and operations based on Zonetail’s current internal expectations, estimates, projections, assumptions and beliefs, which may prove to be incorrect. Any such forward-looking statements may be identified by words such as “expects”, “anticipates”, “believes”, “projects”, “plans” and similar expressions. Any such statements are not guarantees of future performance and undue reliance should not be placed on them. Any such forward-looking statements necessarily involve known and unknown risks and uncertainties, which may cause Zonetail’s actual performance and financial results in future periods to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: Zonetail’s ability to secure customer contracts; dependence on any third party suppliers; competition for,

among other things, capital, skilled personnel, customers and suppliers; the effects of competition and pricing pressures in the market; Zonetail's ability to raise capital; the performance and functionality of Zonetail's technology and its ability to adapt to evolving customer requirements; and management's ability to anticipate and manage the foregoing factors and risks. There can be no assurance that any such forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Zonetail undertakes no obligation to update any such forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable securities laws. The reader is cautioned not to place undue reliance on any such forward-looking statements.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.