**FORM 51-102F3**
**MATERIAL CHANGE REPORT**

## Item 1. Name and Address of Company

Cabernet Capital Corp. (the "**Company**")
#340, 1917 West 4th Avenue
Vancouver, BC
V6J 1M7

## Item 2. Date of Material Change

February 26, 2018

## Item 3. News Release

A news release was disseminated on February 27, 2018.

## Item 4. Summary of Material Change

The Company has entered into definitive agreements in respect of its previously announced investments in EVVO Labs Pte. Ltd. ("**EVVO**") and Fourth-Link Inc. ("**Fourth-Link**"), which transactions are collectively proposed to constitute Cabernet's "Qualifying Transaction" as defined by Policy 2.4 of the TSX Venture Exchange (the "**Qualifying Transaction**") to become a Tier 2 Investment Issuer focused on the high-tech sector.

## Item 5.1 Full Description of Material Change

The Company has entered into definitive agreements in respect of its previously announced investments in EVVO and Fourth-Link which transactions are collectively proposed to constitute Cabernet's Qualifying Transaction to become a Tier 2 Investment Issuer focused on the high-tech sector.

The investment in EVVO will be completed in accordance with the terms of a subscription agreement dated February 26, 2018 between Cabernet and EVVO (the "**EVVO Agreement**") pursuant to which Cabernet will acquire 5% of the issued and outstanding shares of EVVO for a cash purchase price of CDN$1,500,000 (the "**EVVO Investment**"). The investment in Fourth-Link, comprising the purchase by the Company of unsecured convertible debentures of Fourth-Link having a face value of 2.5 billion South Korean Won in exchange for 42,000,000 common shares of Cabernet (the "**Fourth Link Investment**"), will be carried out under the terms of a debenture purchase agreement dated February 26, 2018 (the "**Fourth-Link Agreement**") between the Company and the holders of such debentures.

Completion of the EVVO Investment and the Fourth-Link Investment is conditional upon the concurrent completion of the other and is also subject to a number of other conditions, including but not limited to the approval of the Exchange. **There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.**

Copies of the EVVO Agreement and the Fourth Link Agreement have been filed on SEDAR www.SEDAR.com.

## Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

No information has been omitted in this material change report on the basis that it is confidential information.

**Item 7. Omitted Information**

Not Applicable.

**Item 8. Executive Officer**

Robert Meister, Chief Executive Officer, President, Secretary and Director, Telephone: 604-351-6647.

**Item 9. Date of Report**

February 28, 2018