

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

High Mountain Capital Corporation (“**Corporation**”)
1600, 333 – 7th Avenue S.W.
Calgary, Alberta T2P 2Z1

Item 2 Date of Material Change

May 17, 2019.

Item 3 News Release

A news release relating to the material change described herein was disseminated through the facilities of Newsfile on May 17, 2019.

Item 4 Summary of Material Change

The Corporation announced that it, together with its wholly owned subsidiary, 2696170 Ontario Inc., had entered into an amalgamation agreement dated May 17, 2019 with Facedrive Inc., a private company incorporated under the laws of Ontario, to complete a Qualifying Transaction (as such term is defined by the TSX Venture Exchange).

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please refer to the attached news release.

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

No information has been omitted from this report on the basis that it is confidential information.

Item 8 Executive Officer

For further information, please contact Bill Kanters, President, Chief Executive Officer and Director, at (403) 619-7118

Item 9 Date of Report

May 24, 2019.

SCHEDULE “A”

[See attached]

HIGH MOUNTAIN CAPITAL CORPORATION ANNOUNCES ENTERING INTO OF AN AMALGAMATION AGREEMENT WITH FACEDRIVE INC.

Calgary, Alberta, May 17, 2019 – High Mountain Capital Corporation (“**High Mountain**”) (TSXV: BUZD.P) is pleased to announce that it, together with its wholly-owned subsidiary, 2696170 Ontario Inc. (“**Subco**”), has entered into an amalgamation agreement dated May 15, 2019 (the “**Amalgamation Agreement**”) with Facedrive Inc. (“**Facedrive**”) pursuant to which Subco will amalgamate with Facedrive (the “**Amalgamation**”) to complete an arm’s length qualifying transaction (the “**Transaction**”) in accordance with the policies of the TSX Venture Exchange (the “**TSXV**”). The Amalgamation is structured as a three-cornered amalgamation and, as a result, the amalgamated corporation will become a wholly-owned subsidiary of High Mountain at the time of the completion of the Amalgamation. Following the completion of the Amalgamation, High Mountain will change its name to “Facedrive Inc.” (the “**Resulting Issuer**”). The Amalgamation Agreement will be made available on SEDAR at www.sedar.com. Facedrive and High Mountain anticipate closing the Transaction in mid to late July 2019.

About Facedrive

Facedrive is a Toronto-based ridesharing company that operates in the technology sector. Incorporated in Ontario in 2016, Facedrive was created to offer a transportation network that was first and foremost socially responsible and CO2 emissions neutral. Facedrive is a unique people and planet first ride-sharing platform committed to doing business fairly and equitably with both our riders and drivers.

As a community platform, drivers are real partners in Facedrive, benefitting from uniquely customized incentives and rewards that reflect Facedrive’s dedication to shared success and amongst the highest in the ridesharing industry. Facedrive’s commitment to the planet is demonstrated by green-incentives for both drivers and customers because Facedrive believes that we all benefit when empowered individuals make positive choices.

Facedrive customers can request rides in electric, hybrid and gas-powered vehicles through the Facedrive App. Trips on the system offset the CO2 emitted by contributing a portion of the fare to carbon offset, tree planting and other measured, sustainable programs. Facedrive is a first of its kind ridesharing platform that is designed to incentivize and empower the green and socially responsible consumer that is looking to make a meaningful and measurable impact.

Select Financial Information for Facedrive

Based on the audited annual financial statements for Facedrive for the year ended December 31, 2018, Facedrive had gross fees from riders of \$58,541, net revenue of \$13,579 and a net loss of \$1,933,547. As at December 31, 2018, Facedrive had total assets of \$200,497, total liabilities of \$1,223,334 and a shareholder’s deficiency of \$1,022,837.

Facedrive Financing

Before the effective time of the Amalgamation, Facedrive proposes to complete a non-brokered private placement (the “**Private Placement**”) of subscription receipts (the “**Subscription Receipts**”). Pursuant to the Private Placement, Facedrive will offer up to \$5,000,002 of Subscription Receipts representing 666,667 Subscription Receipts at a price of \$7.50 per Subscription Receipt (which is also the Transaction Price, as that term is defined by the TSXV).

Each Subscription Receipt will be exchangeable for one class B share in the capital of Facedrive (a “**Facedrive Class B Share**”) upon the satisfaction of certain conditions related to the Transaction.

Pursuant to the terms of the Amalgamation Agreement, holders of Facedrive Class B Shares exchanged for the Subscription Receipts will receive common shares in the capital of the Resulting Issuer (the “**Resulting Issuer Common Shares**”) upon completion of the Amalgamation (and subject to the share consolidation, as described under the heading “*About the Transaction*”) on the basis of 0.473538 Resulting Issuer Common Shares for each Facedrive Class B Share held. The completion of the Private Placement is not a condition to closing the Transaction.

The net proceeds from the Private Placement will be used for scaling the business, launching Facedrive into multiple cities and for general corporate purposes.

Facedrive intends to pay a finder’s fee in connection with the Private Placement of 5% or \$0.375 per Subscription Receipt sold.

About the Transaction

Under the terms of the Amalgamation Agreement, at the effective time of the Amalgamation, among other things, each holder of class A shares in the capital of Facedrive (the “**Facedrive Class A Shares**” together with the Facedrive Class B Shares, the “**Facedrive Shares**”) and Facedrive Class B Shares shall exchange their Facedrive Shares for Resulting Issuer Common Shares on the basis of 0.473538 fully paid and non-assessable Resulting Issuer Common Share for every one Facedrive Share held. There are currently 12,236,846 Facedrive Class A Shares and 5,945,205 Facedrive Class B Shares outstanding.

Immediately after the completion of the Transaction on a non-diluted basis and after giving effect to the High Mountain consolidation, the current shareholders of High Mountain (assuming exercise of all High Mountain options) will own following the Transaction approximately 132,400 Resulting Issuer Common Shares (1.46%) and the holders of Facedrive Shares existing immediately prior to the Transaction (including any Facedrive Class B Shares issued upon the conversion of the Subscription Receipts) will own following the Transaction approximately 8,609,892 Resulting Issuer Common Shares (95.05%).

Imran Khan, a co-founder of Facedrive and a resident of Canada, and Sayan Navaratnam, a resident of Canada, will hold 22.72% and 24.25% of the Resulting Issuer Common Shares, respectively, each representing a controlling interest in Facedrive following the completion of the Transaction.

High Mountain will hold an annual and special meeting of its shareholder on July 4, 2019 to approve certain matters related to the Transaction, including:

- the appointment of UHY McGovern Hurley LLP as the auditor and the authorization of the board of directors of High Mountain to fix the remuneration thereof;
- fixing the number of directors to be elected at five (5);
- electing directors of High Mountain for the ensuing year;
- a change in the name of High Mountain from “High Mountain Capital Corporation” to “Facedrive Inc.” or such other name as the board of directors of High Mountain deems appropriate;
- a new High Mountain stock option plan;
- a consolidation of the common shares of High Mountain on the basis of one post consolidation common share for every 50 pre-consolidation common shares; and

- a continuance of High Mountain from a corporation incorporated under the laws of the Province of Alberta to a corporation continued under the laws of the Province of Ontario.

Additional details regarding the annual and special meeting of the shareholders of High Mountain will be available in a management information circular that will be delivered to shareholders of High Mountain in early June 2019. The Amalgamation will be approved by the sole shareholder of Subco and by the shareholders of Facedrive, each by way of a resolution.

The completion of the Amalgamation is conditional on obtaining all necessary regulatory and shareholder approvals in connection with the matters described above and other conditions customary for a transaction of this type.

Note that all of the foregoing figures in this press release have been calculated based on the following assumptions: (i) 666,667 Subscription Receipts are issued pursuant to the Private Placement; (ii) the Private Placement closes in May or June 2019; and (iii) the Transaction closes in July 2019. If these assumptions differ from the foregoing, the number of Resulting Issuer Common Shares held by shareholders of Facedrive will differ.

Arm's Length Transaction

The Transaction was negotiated by parties who are dealing at arm's length with each other and therefore, in accordance with the policies of the TSXV, is not a Non-Arm's Length Qualifying Transaction, as that term is defined by the TSXV.

Proposed Management and Board of Directors of the Resulting Issuer

Upon completion of the Transaction, it is anticipated that the persons identified below will serve as directors and officers of the Resulting Issuer.

Sayan Navaratnam - Chief Executive Officer and Director

Sayan Navaratnam graduated from the University of Toronto with a double specialist degree in economics and political science. Mr. Navaratnam has over twenty years of executive experience in technology development, sales and marketing. Mr. Navaratnam was the Chief Operating Officer and a shareholder of ASPRO Technologies Ltd. ("ASPRO"), a company in the business of developing digital video management systems for the security industry. Mr. Navaratnam led the successful sale of ASPRO to a group of investors from New York and Toronto. After ASPRO Technologies Ltd., Mr. Navaratnam joined A. C. Technical Systems Ltd., as the Chief Executive Officer, one of the largest independent security and surveillance systems integrator in Canada. Creative Vistas, Inc. acquired A. C. Technical Systems Ltd. and Mr. Navaratnam became the Chairman of Creative Vistas, Inc. He also is the Chairman of Connex Telecommunications Corporation, one of the largest providers of contact centre technology solutions in Canada.

Mr. Navaratnam currently serves as the Chief Executive Officer and Chairman for Facedrive Inc. and also has ownership interests in several businesses in the technology development and provisioning fields. These businesses include Connex Telecommunications Corporation and all of its subsidiaries, Dependable It, Ossim-view, AC Technical Systems Ltd, Nationwide Solutions, Malar Investment Holdings, Malar Group, Pneutech Rousseau Group, Knowledgehook, DeCosta Social, Bryte Path partners, Hauskey, Dyna Lync, Pulse services, among others. He also serves on the board of a number of these companies.

Junaid Razvi – Executive Vice President, Corporate Secretary and Director

Junaid Razvi has worked in the technology and telecommunications industry for close to 20 years. Mr. Razvi founded Pan Arabia Information Systems (“**Pan Arabia**”) in 2008 in the United Arab Emirates. Pan Arabia provides telecom related services and solutions to the oil & gas industries along with semi-governmental agencies in Abu Dhabi.

Mr. Razvi co-founded Facedrive with the intent to create the first sustainable ride share platform in Canada. Mr. Razvi, in his capacity as a co-founder, is responsible for looking after all corporate governance and affairs for Facedrive.

Hamilton Jeyaraj - Director

Hamilton Jeyaraj is a family physician and an interventional pain management specialist in Ontario. Dr. Jeyaraj has been in active practice for the past 12 years. He is currently an adjunct assistant professor for the family medicine residency program at Queen’s University in Kingston, Ontario. Dr. Jeyaraj serves as the Chief Executive Officer of Medical Trust Clinics. Dr. Jeyaraj is the medical director of six clinics across Ontario. Dr. Jeyaraj completed his medical degree in India and completed his family medicine residency at University of Wisconsin in Milwaukee. Dr. Jeyaraj also holds an Honors in Bachelor of Science degree from University of Toronto.

Dominic Burns - Director

Dominic Burns founded A.C. Technical and currently serves as its President, a position which he has held since 1990. Mr. Burns completed his electrical apprenticeship program in Northern Ireland. Mr. Burns graduated from Belfast College of Technology with honors in city & guilds electrical theory and regulations. Mr. Burns also holds a diploma in radio and navigation systems. Mr. Burns has an extensive understanding of quality controls in the avionics industry and has been a pioneer in transferring many of the high-quality standards and controls set in the avionics industry to the security integration market. Mr. Burns has been primarily responsible for expanding A.C. Technical’s presence in Canada and the United States. Mr. Burns has also designed a number of internal technical and marketing programs to expand A.C. Technical’s sales and technical capabilities. Mr. Burns has over 25 years of experience in the security integration industry. Mr. Burns also sits on the advisory board of three industry related companies located in the United States and Canada.

Paul Zed - Director

Paul Zed is counsel at McCarthy Tétrault LLP and also acts as a strategic advisor to the firm. For the past 10 years, Mr. Zed has provided strategic leadership advice within the telecom and technology sector. In September 2015, Mr. Zed was appointed Chairman of the Rogers Enterprise Business Unit (a division of Rogers Communications Inc.) President’s Advisory Board, where he worked on business development projects for the public and private sector. From 2009 to 2015, Mr. Zed served as Chairman of Cisco Systems Canada’s President’s Advisory Board, where the team led the establishment and transformation of the largest technology investment in Canadian history. Mr. Zed was also involved with the establishment of the \$150 million Cisco Canada Innovation Program for venture capital start-ups.

Mr. Zed was elected three times serving almost ten years as the Member of Parliament for the federal ridings of Fundy Royal and Saint John. He served as the Chairman of several important committees of the House of Commons in Ottawa including the Standing Committee on Industry, Government Operations and Procedure and House Affairs, Transportation, Infrastructure and Communities. He was also the Parliamentary Secretary to the Leader of the Government and serving two Canadian Prime Ministers.

Heung Hung Lee - Chief Financial Officer

Heung Hung has more than 20 years of experience in financial management and international public accounting. Ms. Lee also has advanced knowledge in financial statement disclosure and audit issues and has extensive international business experience in countries such as the United States, Hong Kong SAR and the Peoples' Republic of China. She was a manager at BDO Dunwoody LLP from 1999 to 2004. Ms. Lee holds a Bachelor of Business degree from Monash University in Australia. She is a Chartered Accountant in Canada and qualified CPA in Australia.

As Chief Financial Officer of Facedrive, Ms. Lee is responsible for review of financials and creating and implementing strong financial systems within the company. Ms. Lee is also highly involved in creating a platform for growth within Facedrive.

Sponsorship

Haywood Securities Inc., subject to completion of satisfactory due diligence, has agreed to act as sponsor in connection with the Transaction. An agreement to sponsor should not be construed as any assurance with respect to the merits of the Transaction or the likelihood of completion.

Completion of the Transaction is subject to a number of conditions including, but not limited to, TSXV acceptance. 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 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 securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the content of this press release.

In this press release, all references to "\$" are to Canadian dollars.

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This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

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Notice regarding forward-looking statements:

This press release includes forward-looking statements regarding High Mountain, Subco, Facedrive, the Resulting Issuer and their respective businesses, which may include, but is not limited to, statements with respect to the completion of the Transaction and the Private Placement, the terms on which the

Transaction and the Private Placement are intended to be completed, the use of the net proceeds from the Private Placement, the ability to obtain regulatory and shareholder approvals and other factors. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “is expected”, “expects”, “scheduled”, “intends”, “contemplates”, “anticipates”, “believes”, “proposes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such statements are based on the current expectations of the management of each entity. The forward-looking events and circumstances discussed in this release, including completion of the Transaction and the Private Placement may not occur by certain specified dates or at all and could differ materially as a result of known and unknown risk factors and uncertainties affecting the companies, including risks regarding the technology industry, failure to obtain regulatory or shareholder approvals, economic factors, the equity markets generally and risks associated with growth and competition. Although High Mountain and Facedrive have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. No forward-looking statement can be guaranteed. Except as required by applicable securities laws, forward-looking statements speak only as of the date on which they are made and High Mountain and Facedrive undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, other than as required by law.

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.

For further information concerning High Mountain Capital Corporation, please contact:

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