FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

Facedrive Inc. (“**Facedrive**”)
44 East Beaver Creek Road
Richmond Hill, Ontario
L4B 1G8

Item 2 Date of Material Change

May 14, 2020.

Item 3 News Release

News releases with respect to the material change were distributed through Business Wire on May 14, 2020. Copies of the news releases are attached as Schedule “A” and Schedule “B”.

Item 4 Summary of Material Change

On May 14, 2020, Facedrive announced that it had entered into a binding term sheet with Foodora Inc. (“**Foodora Canada**”) pursuant to which Facedrive will purchase certain assets of Foodora Canada, in the proposal proceedings commenced by Foodora Canada under the *Bankruptcy and Insolvency Act*.

Item 5 Full Description of Material Change

5.1 - Full Description of Material Change

Please see the news releases attached as Schedule “A” and Schedule “B” hereto.

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 significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

For further information, please contact Junaid Razvi, Executive Vice-President, at 1-888-300-2228.

Item 9 Date of Report

May 20, 2020.

SCHEDULE "A"

Facedrive Foods Enters into Binding Term Sheet to Acquire Certain Assets of Foodora Canada

Proposed Acquisition Helps to Further Facedrive's National Expansion Plans

TORONTO--(BUSINESS WIRE)--May 14, 2020--**Facedrive Inc.** ("**Facedrive**") (TSXV: FD), the first Canadian peer-to-peer, eco-friendly and socially responsible ridesharing network and a "people-and-planet first" business, is pleased to announce that it has entered into a binding term sheet with Foodora Inc. ("**Foodora Canada**") pursuant to which Facedrive will purchase certain assets of Foodora Canada (the "**Transaction**"), in the proposal proceedings commenced by Foodora Canada under the *Bankruptcy and Insolvency Act*.

The Transaction follows the viral success of Facedrive's several gig economy platforms: Facedrive rideshare, Facedrive Marketplace, Facedrive Health and Facedrive Foods. Facedrive Foods is a recently launched food delivery network connecting residents to restaurant businesses in the Greater Toronto Area and London, Ontario, during the COVID-19 outbreak. Facedrive Foods was created with the intention to support residents, businesses and the driver community during the global pandemic. The Transaction is being regarded as an opportunity to support the platform's expansion plans across Canada. The launch of Facedrive Foods is one of the first steps in Facedrive's "ecosystem approach" to monetizing its user base by providing socially responsible services and products exclusively for platform users.

Pursuant to the terms of the binding term sheet, Facedrive will gain access to Foodora Canada's customers, subject to customer consent, as well as 5,500 restaurant partners previously served by Foodora Canada. The Transaction is subject to a number of conditions, including the negotiation of a mutually satisfactory definitive purchase agreement and Court approval, and is expected to close within 45 days. However, there can be no assurances that the Transaction will be completed on the terms set forth in the term sheet, or at all. Further details regarding the Transaction will be provided if and when the conditions contained in the term sheet are satisfied such that the Transaction is complete.

Facedrive pursues a "people and planet first" business model, and Facedrive Foods adheres to these principles by offering eco-friendly deliveries, with each delivery contributing a portion of the fee towards local tree-planting initiatives to help reduce carbon emissions in the atmosphere. Facedrive Foods has also committed to comprising the menu options available for delivery through its app of select healthy, nutritious and sustainably sourced choices offered by like-minded restaurant businesses, with consumers' wellness in mind. Moreover, Facedrive is dedicated to community well-being amidst the COVID-19 pandemic and containment efforts by ensuring the highest level of safety for its customers. Facedrive drivers are currently undergoing comprehensive training in COVID-19 safety protocols, while all deliveries have been made contactless as a safety measure for both customers and drivers.

“The term sheet with Foodora Canada comes at the perfect time for Facedrive. The launch of Facedrive Foods is rooted in Facedrive’s vision of becoming the one stop shop platform for eco-conscious and socially responsible users. A full ecosystem with rideshare, delivery, entertainment, gamification and social components – all in a single platform – is the epitome of convenience with the huge added bonus of being green,” said Facedrive Chairman and CEO Sayan Navaratnam. “This provides an incredible growth opportunity to broaden our geographic, user and technological base globally.”

About Facedrive

Facedrive is a “people-and-planet first” ridesharing platform, and the first to offer green transportation solutions in this space. Facedrive is committed to doing business fairly, equitably and sustainably, with a firm dedication not only to seamless customer service that offsets CO_2 by planting thousands of trees and gives riders a choice between EVs, hybrids and conventional vehicles, but also to its drivers. Facedrive is a community platform designed to become the #1 recognized eco-friendly and socially responsible TaaS platform in any market that it enters. Facedrive is changing the ride-sharing narrative for the better, for everyone.

For more about Facedrive, visit www.facedrive.com.

Facedrive Inc.
100 Consilium Pl, Unit 400, Scarborough, ON, Canada M1H 3E3
www.facedrive.com

Forward-Looking Information

Certain information in this press release contains forward-looking information. This information is based on management’s reasonable assumptions and beliefs in light of the information currently available to us and are made as of the date of this press release. Actual results and the timing of events may differ materially from those anticipated in the forward-looking information as a result of various factors. Information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. Statements containing forward-looking information are not facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances. Many factors could cause our actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements.

See “Forward-Looking Information” and “Risk Factors” in Facedrive’s Filing Statement dated August 28, 2019 for a discussion of the uncertainties, risks and assumptions associated with these statements. Readers are urged to consider the uncertainties, risks and assumptions carefully in evaluating the forward-looking information and are cautioned not to place undue reliance on such information. We have no intention and undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities 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.

Contacts

Media Contact: **Sana Srithas** | sana@facedrive.com

Sayan Navaratnam
Chief Executive Officer and Director
Tel: 1-888-300-2228

SCHEDULE "B"

Facedrive Clarifies Disclosure in Its Recent News Release Regarding Potential Acquisition of Foodora Canada

TORONTO--(BUSINESS WIRE)--May 14, 2020--**Facedrive Inc.** (“Facedrive”) (TSXV: FD), reports that, as required by the Investment Industry Regulatory Organization of Canada (IIROC), Facedrive is clarifying and supplementing certain disclosure in the news release dated May 14, 2020 regarding the entering into of a binding term sheet with Foodora Inc. (“Foodora Canada”) whereby Facedrive would purchase certain assets of Foodora Canada (the “Proposed Transaction”). In particular, Facedrive is clarifying that it does not anticipate having to raise additional funds in order to complete the Proposed Transaction.

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Forward-Looking Information

Certain information in this press release contains forward-looking information, including with respect to the timing of entry into a definitive purchase agreement and the closing in respect thereof. This information is based on management’s reasonable assumptions and beliefs in light of the information currently available to us and are made as of the date of this press release. Actual results and the timing of events may differ materially from those anticipated in the forward-looking information as a result of various factors. Information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. Statements containing forward-looking information are not facts but instead represent management’s expectations, estimates and projections regarding future events or circumstances. Many factors could cause our actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements.

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Sayan Navaratnam
Chief Executive Officer and Director
Tel: 1-888-300-2228