

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

SMARTSET SERVICES INC. (the “Company” or “Smartset”)
2500 – 700 West Georgia Street
Vancouver, BC
V7Y 1B3

Telephone: 780-466-6006

Item 2 Date of Material Change

May 4, 2021

Item 3 News Release

Issued May 4, 2021 and distributed through Stockwatch and filed on SEDAR with the Securities Commissions of British Columbia, Alberta and Ontario.

Item 4 Summary of Material Change

The Company is pleased to report that it has closed its previously announced non-brokered private placement (the “Private Placement”) of 3,500,00 common shares (“Shares”) of Smartset at a price of \$0.10 per for aggregate proceeds of \$350,000.

Item 5.1 Full Description of Material Change

See attached news release.

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

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

Item 8 Executive Officer

Contact: Randy Clifford
Telephone: (780) 466-6006

Item 9 Date of Report

May 4, 2021

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SMARTSET SERVICES INC.
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VANCOUVER, BC V7Y 1B3
TEL: 780-466-6006

SMARTSET CLOSES PRIVATE PLACEMENT

May 4, 2021

TSXV – SMAR.P

Vancouver, British Columbia – Smartset Services Inc. (TSXV – SMAR.P) (the “Company”) is pleased to announce closing of its previously announced private placement of 3,500,000 common shares at \$0.10 per share for gross proceeds of \$350,000.

The Company is a “Capital Pool Company”, as defined under the policies of the TSX Venture Exchange (the “TSXV”). Proceeds from the placement will be used for audit, legal, and, general working capital, due diligence costs related identifying and evaluating assets or businesses for a potential “Qualifying Transaction” as defined in the policies of the TSXV, financing or partially financing the acquisition of significant assets in connection with a Qualifying Transaction or for working capital after completion of a Qualifying Transaction. In the event that a proposed Qualifying Transaction is identified, a portion of the private placement proceeds may be used as an advance to the target company for the purposes of preserving its assets prior to closing of the transaction.

All shares issued pursuant to this placement will be subject to a four month hold period from the date of issuance.

On behalf of SMARTSET SERVICES INC.

“John Randolph Clifford”
Chief Executive Officer
Phone: (780) 466-6006
Email: drcliff@telusplanet.net

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

This news release may include forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward looking. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include, among other things, economic and global market impacts of the COVID-19 pandemic, market prices, the ability of the Company to successfully identify and complete a Qualifying Transaction, continued availability of capital and financing, and general economic, market or business conditions. There can be no assurances that such statements will prove accurate and, therefore, readers are advised to rely on their own evaluation of such uncertainties. We do not assume any obligation to update any forward-looking statements except as required under the applicable laws.

UNITED STATES ADVISORY. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), have been offered and sold outside the United States to eligible investors pursuant to Regulation S promulgated under the U.S. Securities Act, and may not be offered, sold, or resold in the United States or to, or for the account of or benefit of, a U.S. Person (as such term is defined in Regulation S under the United States Securities Act) unless the securities are registered under the U.S. Securities Act, or an exemption from the registration requirements of the U.S. Securities Act is available. Hedging transactions involving the securities must not be conducted unless in accordance with the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in the state in the United States in which such offer, solicitation or sale would be unlawful.