

Form 51-102F3
Material Change Report

Item 1: *Name and Address of Company*

RiseTech Capital Corp. (“RiseTech” or the “Company”)
2900 - 550 Burrard Street
Vancouver, BC V6C 0A3

Telephone: 778-381-6322
info@risetechcapital.com

Item 2: *Date of Material Change*

November 21, 2018

Item 3: *News Release*

The Company issued a news release in Vancouver, British Columbia on November 21, 2018 via CNW Newswire.

Item 4: *Summary of Material Change*

On November 21, 2018 RiseTech completed an initial public offering of 2,000,000 common shares at a price of \$0.10 per share for gross proceeds to RiseTech of \$200,000.

Item 5: *Full Description of Material Change*

5.1 *Full Description of Material Change*

On November 21, 2018 RiseTech completed an initial public offering of 2,000,000 common shares at a price of \$0.10 per share for gross proceeds to RiseTech of \$200,000 to purchasers in Alberta and British Columbia. PI Financial Corp. (the “Agent”) acted as agent in respect of the offering and received a cash commission, as well as an option to acquire 5% of the aggregate number of shares sold pursuant to the offering for a period of 24 months from the date of listing of the common shares on the TSX Venture Exchange (the “Exchange”) at an exercise price of \$0.10 per common share. The Agent also received a corporate finance fee of \$5,000, plus taxes.

Notice on Forward-Looking Information

Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions and expectations; they are not guarantees of future performance. RiseTech cautions that all forward looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond RiseTech's control. Such factors include, among other things: RiseTech's ability to identify, evaluate and complete a Qualifying Transaction and other risks and uncertainties, including those described in RiseTech's final prospectus dated September 28, 2018 filed with the Canadian Securities Administrators and available on www.sedar.com. Accordingly, actual and future events, conditions and results may differ materially from the estimates, beliefs, intentions and expectations expressed or implied in the forward looking information. Except as required under applicable securities legislation, RiseTech undertakes no obligation to publicly update or revise forward-looking information.

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 and no information has been omitted in this report.

Item 8: Executive Officer

Name of Executive Officer: Manny Padda, Chief Executive Officers

Telephone Number: 778-381-6322
info@risetechcapital.com

Item 9: Date of Report

November 29, 2018