

TIMELESS CAPITAL CORP.
MATERIAL CHANGE REPORT
FORM 51-102F3

Item 1. Name and Address of Corporation

Timeless Capital Corp.
1900, 520-3rd Avenue SW
Calgary, Alberta
T2L 0R3 Canada

Item 2. Date of Material Change

October 30, 2018

Item 3. News Release

A news release was disseminated on October 30, 2018 via Newsfile Corp.

Item 4. Summary of Material Change

Timeless Capital Corp. (the “**Corporation**”) successfully completed its initial public offering.

Item 5. 5.1 Full Description of Material Change

The Corporation (TSXV: TLC.P) announced completion of its initial public offering of 3,000,000 common shares of the Corporation (“**Common Shares**”) at a price of \$0.10 per Common Share for gross proceeds of \$300,000 (the “**Offering**”). After completion of the Offering, the Corporation now has 7,000,000 Common Shares issued and outstanding.

Industrial Alliance Securities Inc. (the “**Agent**”) acted as the agent for the Offering and in connection therewith, the Corporation granted the Agent non-transferrable warrants (the “**Agent’s Warrants**”) which entitle the Agent to purchase up to 300,000 Common Shares at an exercise price \$0.10 per Common Share. The Agent’s Warrants will expire 24 months from the date the Common Shares are listed on the TSX Venture Exchange (the “**Exchange**”), which was October 29, 2018. In connection with the Offering, the Agent also received a cash commission equal to 10% of the gross proceeds of the Offering, a corporate finance fee, and was reimbursed for its legal fees and reasonable expenses.

Concurrent with the closing of the Offering, the Corporation also granted options to acquire an aggregate of 266,666 Common Shares at an exercise price of \$0.10 per Common Share to the directors and officers of the Corporation, which options expire five years from the date of grant.

The Corporation is a “capital pool company” and intends to use the net proceeds of the Offering to identify and evaluate assets or businesses for acquisition with a view to completing a “Qualifying Transaction” under the policies of the Exchange. On October 25, 2018, the Exchange issued a bulletin approving the listing of the Common Shares as of market open on October 29, 2018 and immediately halting trading pending completion of closing (the “**Exchange Bulletin**”). The Common Shares will resume trading under the trading symbol “**TLC.P**” on November 1, 2018.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Fahim Gadallah
Chief Executive Officer and Director
Phone: 604-340-5101

Item 9. Date of Report

November 2, 2018