Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

First Light Capital Corp. (the **"Company"**)
1090 – 510 Burrard Street
Vancouver, B.C. V6C 3B9

Item 2 Date of Material Change

December 19, 2019

Item 3 News Release

A news release was disseminated on January 13 through the facilities of Accesswire.

Item 4 Summary of Material Change

The Company has entered into a letter of intent (the "**LOI**") with vMobo Inc. ("**vMobo**") whereby the Company will acquire all of the issued and outstanding securities of vMobo by way of a share exchange or such other form of business combination as the parties to the LOI may determine (the "**Transaction**"), which Transaction is proposed to constitute the Company's qualifying transaction pursuant to the policies of the TSX Venture Exchange ("**TSX-V**").

Item 5 Full Description of Material Change

On December 19, 2019 the Company entered into the LOI with vMobo. The LOI was negotiated at arm's length and the Transaction is not a 'Non-Arm's Length Qualifying Transaction'.

Transaction Summary

The LOI anticipates that the Transaction will be effected by way of a three-cornered amalgamation of vMobo and a wholly-owned subsidiary of the Company to be incorporated in British Columbia, or other similar form of transaction as is acceptable to the parties.

It is currently proposed that the Company will issue common shares in its capital ("**First Light Shares**") to the holders of common shares in the capital of vMobo ("**vMobo Shares**") on the basis of one First Light Share for each vMobo Share, following a consolidation of the vMobo Shares on a 3.08:1 basis (the "**vMobo Consolidation**") and a consolidation of the First Light Shares on a 2.39:1 basis (the "**XYZ Consolidation**" and together with the vMobo Consolidation, the "**Consolidations**"). The Transaction is an arm's length transaction.

Upon the completion of the Transaction, it is expected that vMobo will become a wholly owned subsidiary of the Company.

The Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreements on or before March 31, 2020, the completion of satisfactory due diligence investigations, the closing of the private placements of Units and Debentures and if applicable the Bridge Loan (all as defined below) for gross proceeds of up to US$5,000,000, both as further described below, and the approval of the TSX-V and other applicable regulatory authorities.

vMobo is a private company incorporated in California, USA in 2008 which operates two content channels and an integrated lifestyle e-marketplace that serves the South Asian community.

vMobo operates vClusive, a lifestyle e-marketplace enabling its members to purchase luxury products, services and experiences. vClusive currently has over 270,000 members and over 250 merchant partners and brands as well as an app available on the App and Play stores. vMobo also operates two content channels, GoodTimes and PanDesi. GoodTimes is an Indian produced, English-language lifestyle content channel. PanDesi is an American produced, English-language lifestyle content channel.

Management and Board of Directors of Resulting Issuer

All of the current members of the Company board of directors will resign and nominees of vMobo will be appointed as management and directors of the listed issuer resulting from the Transaction (the "**Resulting Issuer**").

Private Placements

Pursuant to the LOI, it is a condition of the Transaction that vMobo completes certain financings, with the assistance of the Company and certain agents to raise a minimum of US$5,000,000 as follows: (a) US$1,200,000 in the form of a convertible debentures financing (the "**Convertible Debenture Financing**") of which the insiders of vMobo have agreed to subscribe for an aggregate of US$300,000 of the Convertible Debenture Financing; and (b) US$3,800,000 in the form of an offering of units (each, a "**Unit**"), at a price of CAD$0.55 per Unit, pursuant to a prospectus to be filed by the Company (the "**Unit Financing**") of which the insiders of vMobo have agreed to subscribe for an aggregate of US$950,000 of the Unit Financing. The Company and vMobo will engage Gravitas Securities Inc., as lead agent and bookrunner in relation to both the Convertible Debenture Financing and the Unit Financing, who will be compensated for its services as agent on terms to be determined.

The Convertible Debenture Financing

The Convertible Debenture Financing will consist of the sale of 1,200 convertible debentures (the "**Debentures**") at a price of US$1,000 per Debenture. Each Debenture will consist of one 12.0% senior secured convertible debenture of vMobo in the principal amount of US$1,000, with interest payable semi-annually in arrears on June 30 and December 31 of each year, subject to abatement pending completion of the Transaction and maturing two years from the date of issuance (the "**Maturity Date**"). In the event the Transaction is not completed within 12 months of the issuance of the Debentures, such Debentures and any interest earned pursuant thereto will be repaid in cash immediately.

The Debentures will be secured by a general security agreement over the assets of vMobo. The Debentures will be repaid in cash at maturity, and will be convertible, at the option of the holder of the Debentures into units ("**vMobo Units**") at any time prior to the Maturity Date, at a conversion price of CAD$0.45 per vMobo Unit, subject to adjustment in certain events. Each vMobo Unit will be comprised of the equivalent of one common share of the Resulting Issuer and one share purchase warrant exercisable into common shares of the Resulting Issuer at a price of CAD$0.75 per share for a period of 36 months.

If vMobo is unable to raise an aggregate of US$1,200,000 under the Convertible Financing, the Company will account for the shortfall by providing a loan secured against all the assets of vMobo in an amount not exceeding CAD$225,000, in accordance with the policies of the TSX-V (the "**Bridge Loan**").

The Unit Financing

The Unit Financing will consist of approximately 9,090,909 Units priced at CAD$0.55 per Unit. Each Unit will consist of one common share of the Resulting Issuer and one share purchase warrant of the Resulting Issuer (each a "**Warrant**"). Each Warrant will be exercisable into a further common share of the Resulting Issuer at a price of CAD$0.75 per share for a period of 36 months. The Warrants will be subject to an acceleration clause such that if on any 10 consecutive trading days, the closing price of the Resulting Issuer's shares is greater than CAD$1.10 per share, the term of the Warrants will be accelerated to a period of 30 days following the issuance of notice by the Company of its intention to exercise such acceleration right.

Shareholder Approval Not Being Sought

As the Company is a CPC, the Transaction is not a "Non-Arm's Length Qualifying Transaction" (as defined in the rules and policies of the TSX-V) and no aspect of the Transaction requires the approval of shareholders of First Light under applicable corporation and securities legislation, subject to the consent of the TSX-V, the Company will not seek shareholder approval to complete the Transaction.

Sponsorship

The Transaction is subject to the sponsorship requirements of the TSX-V, unless a waiver from those requirements is granted. There can be no assurance that a waiver will be obtained and, if a waiver from the sponsorship requirements is not obtained, a sponsor will be identified at a later date. An agreement to act as sponsor in respect of the Transaction should not be construed as any assurance with respect to the merits of the Transaction or the likelihood of its completion.

Trading Halt

Trading in the First Light Shares has been halted as of December 23, 2019 and will remain halted pending the satisfaction of all applicable requirements pursuant to Policy 2.4 of the TSX-V. It is not anticipated that trading of First Light Shares will resume prior to the completion of the Transaction.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

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

Item 8 Executive Officer

Neil Currie is knowledgeable about the material change and the Report and may be contacted (604) 569.2209

Item 9 Date of Report

January 14, 2020