

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Hanstone Capital Corp.
890 West Pender Street, Suite 600
Vancouver, British Columbia, V6C 1J9

2. Date of Material Change

July 20, 2020

3. News Release

The news release announcing the material change was disseminated on July 21, 2020, through Newsfile. The news release was also filed with the British Columbia and Alberta Securities Commissions on SEDAR.

4. Summary of Material Change

Hanstone Capital Corp. closed the first tranche of its previously announced financing transaction, conducted in conjunction with its "Qualifying Transaction".

5.1 Full Description of Material Change

See attached news release.

5.2 Disclosure for Restructuring Transactions

N/A

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

Not applicable.

7. Omitted Information

No information has been intentionally omitted from this material change report.

8. Executive Officer

Aris Morfopoulos, CFO
604.721.2650

9. Date of Report

July 21, 2020

HANSTONE CAPITAL CORP. CLOSES FIRST TRANCHE OF FINANCING

Vancouver, B.C. – July 21, 2020 – Hanstone Capital Corp. (“Hanstone” or the “Company”) (TSXV: **HANS.P**) is pleased to announce that it has closed the first tranche of its previously announced financing transaction, conducted in conjunction with its “Qualifying Transaction”, as defined by Policy 2.4 of the TSX Venture Exchange (the “Exchange”), with Milestone Infrastructure Inc. (“Milestone”) (see Hanstone’s press releases dated February 24, 2020, March 19, 2020, April 29, 2020 and June 26, 2020).

Under the first tranche of the financing, Hanstone issued an aggregate of 12,603,266 subscription receipts (each, a “Subscription Receipt”) at a price of \$0.18 per Subscription Receipt for gross proceeds of \$2,268,588. The gross proceeds of the financing (the “Escrowed Funds”) have been deposited in escrow pursuant to the terms of a subscription receipt agreement (the “Subscription Receipt Agreement”) dated July 20, 2020 between the Company and Computershare Trust Company of Canada (the “Subscription Receipt Agent”). The Escrowed Funds will be released from escrow upon the satisfaction of the “Release Conditions” under the Subscription Receipt Agreement, which are (a) Hanstone obtaining all necessary approvals for the Qualifying Transaction, including shareholder approval and approval from the TSX Venture Exchange; (b) closing the Qualifying Transaction; and (c) Hanstone delivering a release notice to the Subscription Receipt Agent pursuant to the Subscription Receipt Agreement. If the Release Conditions are not satisfied on or before November 30, 2020, the Escrowed Funds will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be automatically cancelled. Hanstone has scheduled its annual general and special meeting of shareholders on August 12, 2020 to, among other things, seek shareholder approval of the Qualifying Transaction.

Upon satisfaction of the Release Conditions and in connection with the completion of the Qualifying Transaction, each Subscription Receipt will convert into one Hanstone common share and one common share purchase warrant (each warrant exercisable for an additional Hanstone common share at an exercise price of \$0.25 for two years from the date of issuance). The Subscription Receipts, and their underlying securities, are subject to a four month hold period which expires November 21, 2020.

For further details respecting the Qualifying Transaction, the financing, and Hanstone’s use of the proceeds from the financing, please refer to the Company’s Management Information Circular dated July 14, 2020, which the Company has filed on SEDAR at www.sedar.com.

In connection with closing the first tranche of the financing, Hanstone has agreed to pay aggregate finder’s fees of \$17,682 and to issue an aggregate of 51,450 non-transferable finder’s warrants (the “Finder’s Warrants”, each exercisable for one Hanstone common share for a period of 24 months from the date of issuance at an exercise price of \$0.25 per share). The finder’s fees will not be paid and the Finder’s Warrants will not be issued unless and until the Release Conditions have been satisfied. When issued, the Finder’s Warrants and their underlying common shares will be subject to a four month hold period. As a result of the securities they acquired under the financing, the Exchange has deemed that Wayne Skeels and Mary Skeels will be insiders of Hanstone, collectively holding 4,000,000 common shares, which will represent approximately 17.16% of the outstanding shares of Company after giving effect to the Qualifying Transaction and related matters.

Trading of the common shares of Hanstone will remain halted in connection with the dissemination of this news release and will recommence at such time as the Exchange may determine, having regard to the completion of certain requirements pursuant to Exchange Policy 2.4. Further details of the Qualifying Transaction will follow in future news releases.

About Hanstone

Hanstone is a capital pool company in accordance with Exchange Policy 2.4 and its principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

For additional information, please refer to the Company's disclosure record on SEDAR (www.sedar.com) or contact the Company as follows: Aris Morfopoulos, CFO, at (604) 721-2650 or aris@morfopoulos.com.

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Neither the 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.

Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release.

Certain statements contained in this press release constitute "forward-looking information" as such term is defined in applicable Canadian securities legislation. The words "may", "would", "could", "should", "potential", "will", "seek", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions as they relate to Hanstone, Milestone, the Doc Property, the financing and the Qualifying Transaction, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the companies' current views and intentions with respect to future events, and current information available to them, and are subject to certain risks, uncertainties and assumptions, including, without limitation: the risks that the parties will not proceed with the Transaction, the Milestone Agreement, the financing and associated transactions, that the ultimate terms of the Transaction, the Milestone Agreement, the financing and associated transactions will differ from those that currently are contemplated, and that the Transaction, the Milestone Agreement, the financing and associated transactions will not be successfully completed for any reason (including the failure to obtain the required approvals or clearances from regulatory authorities). Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Such factors include but are not limited to: changes in economic conditions or financial markets; increases in costs; litigation; legislative, environmental and other judicial, regulatory, political and competitive developments; and technological or operational difficulties. This list is not exhaustive of the factors that may affect forward-looking information. These and other factors should be considered carefully, and readers should not place undue reliance on such forward-looking information. Should any factor affect the companies in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the companies do not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this press release is made as of the date of this press release and the companies undertake no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities described in this news release in the United States. Such securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and, accordingly, may not be offered or sold within the United States, or to or for the account or benefit of persons in the United States or "U.S. Persons", as such term is defined in Regulation S promulgated under the U.S. Securities Act, unless

registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration requirements.

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