FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Fairplay Ventures Inc. (the "**Issuer**")
10 Four Seasons Place, Suite 401
Toronto, Ontario
M9B 6H7

Item 2: Date of Material Change

December 23, 2021

Item 3: News Release

The Issuer disseminated a news release via Stockwatch and filed the news release on SEDAR under the Issuer profile at www.sedar.com on December 23, 2021.

Item 4: Summary of Material Change

The Issuer successfully completed its initial public offering and granted stock options to directors, officers and promoters.

Item 5.1: Full Description of Material Change

The Initial Public Offering

The Issuer is a "capital pool company" ("**CPC**") under the policies of the TSX Venture Exchange (the "**Exchange**") and has successfully completed its Initial Public Offering of 5,000,000 common shares at a per share price of $0.10 for gross proceeds of $500,000 (the "**Offering**") pursuant to a CPC prospectus dated October 22, 2021. The Issuer intends to use the net proceeds of the Offering, together with proceeds from prior sales of common shares, to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction", as described in the policies of the CPC program of the Exchange.

Echelon Wealth Partners Inc. (the "**Agent**") acted as agent for the Offering and in connection therewith, the Issuer granted to the Agent a non-transferable warrant option to purchase an aggregate of 500,000 common shares of the Issuer at a per share price of $0.10 (the "**Agent's Option**") for a period of 60 months from the date of listing of common shares on the Exchange. Not more than 50% of the common shares received on the exercise of the Agent's Option may be sold by the Agent prior to the completion of a Qualifying Transaction. The remaining 50% may be sold after the completion of a Qualifying Transaction. The Agent also received a cash commission equal to 10% of the aggregate gross proceeds from the sale of common shares under the Offering, a corporate finance fee and was reimbursed for legal fees and reasonable expenses.

Following the closing of the Offering, a total of 8,500,000 common shares are issued and outstanding, of which 3,500,000 are currently held in escrow pursuant to the policies of the Exchange.

The current directors and officers of the Issuer are Nicholas Meyer, Chief Executive Officer and Corporate Secretary, Andriyko Herchak, director; Mark Scarrow, director and Chief Financial Officer and Jason Gorel, director.

Concurrent with the closing of the Offering, the Issuer also granted an aggregate of 850,000 stock options (the "**Options**") to its directors and officers. The Options, which will be held in escrow until the closing of a Qualifying Transaction and then released pursuant to the terms of an Escrow Agreement, have been granted pursuant to the Issuer's 10% rolling stock option plan, are exercisable at a per share price of $0.10 and will expire five years from the date of grant. The option grant is subject to the approval of the Exchange.

The Issuer has received approval to list its common shares on the Exchange and trading commenced on December 23, 2021 under the trading symbol "FPY.P".

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 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

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

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Nicholas Meyer
Chief Executive Officer
Tel: 905-483-0561
Email: nmeyer@canadianlifesettlements.com

Item 9: Date of Report

This report is dated as of the 23rd day of December 2021.