



**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1**      **Name and Address of Company**

Parkit Enterprise Inc.  
Suite 1088 – 999 West Hastings Street  
Vancouver, B.C. V6C 2W2

**Item 2**      **Date of Material Change**

May 5, 2014

**Item 3**      **News Release**

The news release dated May 5, 2014 was issued in Vancouver, B.C., and disseminated through Marketwire.

**Item 4**      **Summary of Material Change**

*Vancouver, B.C., May 5, 2014* – Parkit Enterprise Inc. (TSX-V: PKT) (the “Issuer”) announced that further to its news release dated March 21, 2014, the Issuer has closed its financing with a further \$1,005,700 or 3,352,333 units at a price of \$0.30 per unit (“Unit”) in the second tranche for an aggregate amount of \$2,335,225 between its first and second closings.

**Item 5**      **Full Description of Material Change**

On May 5, 2014, the Issuer announced that further to its news release dated March 21, 2014, the Issuer has closed its financing with a further \$1,005,700 or 3,352,333 units at a price of \$0.30 per unit (“Unit”) in the second tranche for an aggregate amount of \$2,335,225 between its first and second closings.

Each Unit consists of one common share and one half-share purchase Warrant, each whole Warrant entitling the holder to purchase one common share for the price of \$0.50 per share for a period of 24 months following the date of issuance. The Warrants will be subject to an acceleration provision such that if the closing price of the Issuer’s shares is equal or greater to \$0.95 per share for 20 consecutive trading days at any time following four months after issuance, the Issuer may, by notice to the Warrant holders, reduce the remaining exercise period of the Warrants to not less than 30 days following the date of such notice.

Finder’s fees of \$8,400 cash, 28,000 broker warrants at \$0.50, and 14,700 common shares were paid in connection with the second tranche closing of the private placement.

The securities issued in relation to the second tranche closing are subject to a regulatory four-month hold period expiring September 3, 2014, in addition to such other restrictions as may apply under applicable securities laws in jurisdictions outside of Canada.

Use of proceeds is for the parking acquisition fund (the “Fund”) and Company infrastructure growth. The Fund has contracted to acquire its first US\$18,500,000 off-airport parking facility (see news dated April 7, 2014).

An additional six assets will form part of the first-close portfolio identified for acquisition by the Fund. Parkit will earn fee income and a carried equity interest in the assets as co-general partner.

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

Not applicable.

**Item 7      Omitted Information**

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

**Item 8      Executive Officer**

Rick Baxter, President & CEO  
Tel (604) 424 - 8700

**Item 9      Date of Report**

This report is dated as of the 5<sup>th</sup> day of May, 2014.