

**Form 51-102F3**  
**MATERIAL CHANGE REPORT**

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

Adent Capital Corp. (“**Adent**” or the “**Company**”)  
Unit 903 - 67 Yonge Street  
Toronto ON M5E 1J8

**Item 2. Date of Material Change**

June 16, 2017

**Item 3. News Release**

News Release dated June 19, 2017 was disseminated via Stockwatch and Market News and filed on SEDAR on June 19, 2017.

**Item 4. Summary of Material Change**

The Company has consolidated its common shares, closed a private placement of shares for an aggregate proceeds of \$248,000, changed its directors and officers and reinstated to trade on NEX.

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

**5.1 Full Description of Material Change**

The Company has closed a non-brokered private placement for gross proceeds of approximately \$248,000 (the “**Financing**”). The Financing was undertaken in connection with a share consolidation and change of board and management, as described below,

Consolidation

Effective June 16, 2017, Adent completed a consolidation of its authorized and issued common shares (the “**Common Shares**”) on the basis of a one (1) post-consolidation Common Share for each three (3) pre-consolidation Common Shares (the “**Consolidation**”).

Private Placement

Following the Consolidation, the Company completed the Financing pursuant to which the Company issued an aggregate of 4,133,331 Common Shares at a price of \$0.06 per post-Consolidation Common Share for gross proceeds of approximately \$248,000.

In connection with the Financing, the Company paid finder's fees of \$2,400 in accordance with the policies of the TSX Venture Exchange. All securities issued in connection with the Private Placement are subject to a statutory hold period of four months plus one day from the date of issuance of the securities in accordance with applicable Canadian securities legislation.

Adent is a Capital Pool Company governed by the policies of the NEX and the TSX Venture Exchange and its principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Proceeds of the Financing will be used for general working capital and to continue to investigate and pursue other strategic opportunities with a view to enhancing shareholder value.

#### Change of Board and Management

In connection with the completion of the Consolidation and Financing, each of the directors and officers of Adent has resigned and Adent has appointed a new board of directors consisting of Anthony Viele, Kenneth Tollstam and Sruli Weinreb. Anthony Viele was appointed as the Chief Executive Officer and Kenneth Tollstam was appointed as the Chief Financial Officer and Corporate Secretary of Adent.

The biographies of the new directors and officers of the Company are set out below.

#### **Anthony Viele, CEO & Director**

Mr. Anthony Viele is currently the President and Director of Premier Strategic Alliance Inc., and has held these positions since the company was founded in 1996. Premier Strategic Alliance Inc. provides consulting and strategic advice to various companies in the metal and composite industries targeting specialty items for military, industrial and commercial use. Mr. Viele has served in executive roles at several public companies including as a Director at Friday Capital, a Capital Pool Company, which successfully completed its qualifying transaction with HIT Technologies in 2015.

#### **Kenneth Tollstam, CFO, Corporate Secretary, & Director**

Mr. Kenneth Tollstam serves as a Director and Chief Financial Officer of several private and publicly traded companies. He spent a number of years at Deloitte Touche, where he obtained his CA before going on to hold various Executive Management and Director of Finance positions throughout his career. He has been an Independent Director at Intact Gold Corp. since 2015 and Bravura Ventures Corp. since 2014.

#### **Sruli Weinreb, Director**

Mr. Sruli Weinreb is the founder and managing partner of Plaza Capital Limited ("Plaza Capital"). Plaza Capital supports many North American early stage growth companies with strategic debt placements and equity investments. He is currently the CEO of Findev Inc., a publically traded real estate investment company that is focused on providing debt and equity financing to residential and retail development projects in the GTA. He is also the Chief

Executive Officer of Lake Central Air Services Inc., the world's leading modification and integration partner for the airborne geophysical survey industry. Before founding Plaza Capital in 2013, Mr. Sruli Weinreb was the CEO of eMobile Inc. a telecom arbitrage company with a specialization in international roaming which he co-founded in 2008. His entry into tech investments and finance was preceded by an extended period of academic immersion with a concentration in Judaic Theology. He received his doctorate ordination in Jerusalem in 2005 and worked in community outreach in Houston, Texas between 2005 and 2008.

#### Trading Reinstatement

The common shares of the Company was reinstated to trade on NEX effective at the opening of trading on Tuesday, June 20, 2017.

### **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

### **Item 7. Omitted Information**

None.

### **Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Anthony Viele, Chief Executive Officer and director  
Telephone: (416) 459-9979.

### **Item 9. Date of Report**

June 21, 2017.