

## 51-102F3 Material Change Report [F]

### Item 1 Name and Address of Company

Genovation Capital Corp.  
PO Box 27  
14<sup>th</sup> Floor, 1040 West Georgia Street  
Vancouver, BC V6E 4H8

### Item 2 Date of Material Change

April 29, 2016

### Item 3 News Release

The news release dated April 29, 2016 was disseminated through Canada Stockwatch and Market News under section 7.1 of National Instrument 51-102.

### Item 4 Summary of Material Change

Please refer to attached news release.

### Item 5 Full Description of Material Change

#### 5.1 Full Description of Material Change

Please refer to attached news release.

#### 5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

### Item 7 Omitted Information

N/A

### Item 8 Executive Officer

Robert van Santen, CEO, Asean Energy Corp.

### Item 9 Date of Report

April 29, 2016

**GENOVATION CAPITAL ANNOUNCES AGM RESULTS**

*Vancouver, B.C., April 29, 2016 – Genovation Capital Corp. (CSE: GEC) (the “Company” or “Genovation Capital”) is pleased to announce the voting results from the Company’s Annual General and Special Meeting (“AGM”) held in Vancouver, British Columbia on April 29, 2016.*

A total of 14,572,498 common shares were represented at the AGM, representing 53.47% of the votes attached to all outstanding common shares as at the record date. All of the matters submitted to the shareholders for approval as set out in the Company’s notice of meeting and management information circular, both dated March 31, 2016, were approved by the requisite majority of votes cast at the AGM. Shareholders voted in favour of setting the number of directors at six (6) and elected all incumbent and proposed nominee directors. The details of the voting results for the election are set out below:

Director	Votes For	% For	Votes Withheld	% Withheld
Robert van Santen	14,531,598	99.72	40,900	0.28
John Binder	14,572,498	100.00	-	-
Chris Cooper	14,572,498	100.00	-	-
Michael Wystrach	14,572,498	100.00	-	-
A. Tyler Robson	14,572,498	100.00	-	-
Leslie van Santen	14,531,598	99.72	40,900	0.28

Motion	Votes For	% For	Votes Withheld	% Withheld
Share Consolidation	14,531,598	99.72	40,900	0.28
Stock Option Plan	14,555,598	99.88	16,900	0.12

Shareholders also unanimously approved:

1. the proposed acquisition of Valens Agritech Ltd. (“**Valens**”) through the exchange of all of the issued and outstanding securities of Valens in exchange for securities of Genovation Capital;
2. the proposed acquisition of MKHS, LLC (“**MKHS**”) through the exchange of all of the issued and outstanding securities of MKHS in exchange for securities of Genovation Capital;
3. the Company’s intention to undergo a name change, subject to regulatory approval;
4. the re-appointment of Davidson & Company LLP as auditors of the Company for the ensuing year at the remuneration to be set by the directors.

**Further Information**

Trading in the common shares of Genovation Capital was halted at the request of the Company on November 25, 2015 with the announcement of its binding agreement to acquire MKHS, and will remain halted until such time as all required documentation has been filed with and accepted by the Canadian Securities Exchange (the “CSE”). The acquisition of Valens and MKHS as proposed will each constitute a Fundamental Change pursuant to CSE Policy 8, whereby a major acquisition transaction results in a change of control, commonly referred to as a reverse take-over. With shareholder approvals now in hand, the Company intends to proceed with the announced 3:1 share consolidation and make application to the Canadian Securities Exchange to resume trading.

The Company’s report of voting results will be available on SEDAR ([www.sedar.com](http://www.sedar.com)) and on the Company’s website.

**ON BEHALF OF GENOVATION CAPITAL CORP.**

*(signed) “Robert van Santen”*

Chief Executive Officer

**For further information, please contact:**

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*Cautionary statements*

*This press release contains forward-looking information based on current expectations. Statements about the closing of the Transaction, expected terms of the Transaction, the number of securities of Genovation Capital that may be issued in connection with the Transaction, the ownership ratio of Genovation Capital post-closing, the requirement to hold shareholder approval and the parties' ability to satisfy closing conditions and receive necessary approvals are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that one or both Transactions will occur or that, if a Transaction does occur, it will be completed on the terms described above. Genovation Capital assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by law.*

*Neither the CSE nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.*