

51-102F3 Material Change Report [F]

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

May 9, 2016

Item 3 News Release

The news release dated May 9, 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

May 9, 2016

GENOVATION CAPITAL AND WESTLAND CAPITAL ADVISORS ANNOUNCE EXERCISE OF CONVERTIBLE DEBENTURES

Vancouver, B.C., May 9, 2016 – Genovation Capital Corp. (CSE: GEC) (the “Company” or “Genovation Capital”) and Westland Capital Advisors S.A. (“Westland”), (announce that \$268,000 principal amount of its issued and outstanding Zero Coupon \$100.00 Convertible Debentures (each a “CD”, collectively “CDs”) have been exercised for conversion to common shares (“Shares”) of the Company.

In accordance with the terms of issue, each \$100 CD entitles the CD holder thereof to convert for a period of up to six months from closing into 2,500 pre-consolidation Shares of the Company.

The converted CDs retire the US\$200,000 first tranche of a US\$450,000 financing, as announced closed on November 9, 2015. This conversion results in 6,700,000 Shares being issued, representing 19.73% of the Shares issued and outstanding, 14.27% fully diluted, and leaves a principal amount of \$363,500 (US\$250,000) in outstanding CDs maturing July 19, 2016. As a result of this share issuance the number of Company shares issued and outstanding increased from 27,255,586 to 33,955,586, before the pending 3:1 share consolidation.

The CDs were converted by Westland, a Company insider and significant shareholder based on post-conversion beneficial ownership. A director and the Company's chairman and chief executive officer is an executive of Westland. Westland is a private equity manager providing independent wealth management and multi-client family office services, and held no prior interest in the Company. In addition to Westland's position issued as a result of the conversion, joint actors have control or direction over 15.41% of the 33,955,586 Shares issued and outstanding of the Issuer.

Westland advanced to Genovation Capital two non-interest bearing US\$100,000 loans in October and November 2015, and a further US\$250,000 in January 2016, to support the terms and conditions governing the Company's proposed acquisition of MKHS, LLC (“MKHS”), as part of a larger commitment to provide US\$850,000 in secured expansion capital to MKHS to build additional greenhouses and add crop yield to its operations.

This news release is being disseminated to comply with National Instrument 62-103 The Early Warning System and Related Take-Over Bids and Insider Reporting Issues in connection with the filing of an early warning report (the “Early Warning Report”) which requires a report to be filed under the Corporation's profile on SEDAR (www.sedar.com) containing additional information respecting the foregoing matters.

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 a binding agreement to acquire MKHS. The Company subsequently entered into a binding agreement to acquire Valens Agritech Ltd. (“Valens”). The acquisition of Valens, MKHS or both as proposed will 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. Shareholder approval was obtained on April 29, 2016. The Company intends to proceed with a 3:1 share consolidation and make application to the Canadian Securities Exchange to resume trading.

ON BEHALF OF GENOVATION CAPITAL CORP. & WESTLAND CAPITAL ADVISORS S.A.

(signed) “Robert van Santen”

*Chairman and CEO, Genovation Capital Corp. and
Portfolio Advisor, Westland Capital Advisors S.A.*

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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.