

Form 51-102F3
MATERIAL CHANGE REPORT

- Item 1. Name and Address of Reporting Issuer
- Plus8 Global Ventures, Ltd. (the “**Company**”)
Suite 911, 850 West Hastings St.
Vancouver, British Columbia, V6C 1E1
- Item 2. Date of Material Change
- February 4, 2016
- Item 3. News Release
- A news release was disseminated on February 4, 2016 and February 9, 2016 through Stockwatch and subsequently filed on SEDAR.
- Item 4. Summary of Material Changes
- The Company announced that it will be conducting a private placement financing of up to 1,500,000 units (the “**Units**”) at a price of \$0.1125 per Unit to raise gross proceeds of up to \$168,750 (the “**Financing**”). Each Unit will consist of one common share of the Company and one common share purchase warrant (a “**Warrant**”). Each Warrant will be exercisable into an additional common share of the Company at an exercise price of \$0.20 for a period of 18 months following closing of the Financing.
- Item 5. Full Description of Material Change
- Please see the attached news releases dated February 4, 2016 and February 9, 2016.
- Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102
- Not applicable.
- Item 7. Omitted Information
- Not applicable.
- Item 8. Executive Officer
- For further information, please contact Jason Moreau, President and Chief Executive Officer, 604-401-8700.
- Item 9. Date of Report
- February 12, 2016



FOR IMMEDIATE RELEASE

February 3, 2016

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Plus8 Global Announces Private Placement and Provides Update on ParcelPal

Vancouver, British Columbia, February 4 2016 – Plus8 Global Ventures, Ltd. (CSE: PGT), (the “**Company**”) announces that it intends to complete a non-brokered private placement financing of up to 1,500,000 units (“**Units**”) at a price of \$0.10 per unit to raise gross proceeds of up to \$150,000 (the “**Financing**”). Each Unit will consist of one common share and one-half of a share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share of the Company at \$0.20 for a period of 18 months from closing. All securities issued in connection with the Financing will be subject to a hold period of four months from the date of closing.

The Company intends to use the proceeds of the Financing to support the Company's ParcelPal beta program and for general working capital.

ParcelPal is a parcel delivery mobile app technology platform which allows delivery people to utilize the ParcelPal Driver App to engage with customers wanting delivery services. The Company anticipates starting a ParcelPal beta program in mid-February and intends to continue it until the end of March. The Company has selected five paying clients and several delivery persons from its pool of over 500 registered individuals to participate in the Vancouver beta launch. Downtown rush deliveries are expected to cost as little as \$4.00, of which 80% would be paid to the delivery person. No funds are exchanged by the delivery person or the client. Rather, the ParcelPal app charges the client automatically when the package has been delivered and the delivery persons are paid bi-weekly by direct deposit. Following its pilot launch in Vancouver, ParcelPal intends to expand the delivery service range across Canada.

The Company confirms that there is no material fact or material change relating to the Company or its business that has not been generally disclosed.

The Canadian Securities Exchange or any other securities regulatory authority has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release that has been prepared by management of the Company.

Listing: CSE– Symbol: PGT

Shares issued: 23,684,850

Contact: Jason Moreau, President and Chief Executive Officer, Plus8 Global Ventures, Ltd. - 604-449-5302.

Forward Looking Information

This news release contains forward looking statements relating to the Financing and the future potential of ParcelPal. Forward looking statements are often identified by terms such as "will", "may", "should", "intends", "anticipates", "expects", "plans" and similar expressions. All statements other than statements of fact included in this release are forward looking statements that involve risks and uncertainties. These risks and uncertainties include, without limitation, the risk that the Financing will not be completed due to, among other things, failure to receive the approval of the Canadian Securities Exchange and the risk that the Company will not be able to find suitable investors, as well as the risk that ParcelPal will not be successful due to, among other things, general risks relating to the mobile application industry, failure of ParcelPal to gain market acceptance and potential challenges to the intellectual property utilized in ParcelPal. There can be no assurance that any forward looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The Company cannot guarantee that any forward looking statement will materialize and the reader is cautioned not to place undue reliance on any forward looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward looking statements contained in this news release are expressly qualified by this cautionary statement. The forward looking statements contained in this news release are made as of the date of this news release and the Company will only update or revise publicly any of the included forward looking statements as expressly required by Canadian securities laws.



FOR IMMEDIATE RELEASE

February 9, 2016

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Plus8 Global Announces Amendment to Private Placement

Vancouver, British Columbia, February 9, 2016 – Plus8 Global Ventures, Ltd. (CSE: PGT), (the “**Company**”) announces that, further to its news release dated February 4, 2016, the Company intends to complete the non-brokered private placement of up to 1,500,000 units (the “**Units**”) at an increased Unit price of \$0.1125 per Unit to raise gross proceeds of up to \$168,750 (the “**Financing**”). The Units are being re-priced in order to more accurately reflect the current market price of the Company’s shares. Each Unit will now consist of one common share and one full share purchase warrant, with each warrant entitling the holder to purchase one additional common share of the Company at \$0.20 for a period of 18 months from closing. All securities issued in connection with the Financing will be subject to a hold period of four months from the date of closing.

The Company intends to use the proceeds of the Financing to support the Company's ParcelPal beta program and for general working capital.

ParcelPal is a parcel delivery mobile app technology platform which allows delivery people to utilize the ParcelPal Driver App to engage with customers wanting delivery services. The Company anticipates starting a ParcelPal beta program in mid-February and intends to continue it until the end of March. The Company has selected five paying clients and several delivery persons from its pool of over 500 registered individuals to participate in the Vancouver beta launch. Downtown rush deliveries are expected to cost as little as \$4.00, of which 80% would be paid to the delivery person. No funds are exchanged by the delivery person or the client. Rather, the ParcelPal app charges the client automatically when the package has been delivered and the delivery persons are paid bi-weekly by direct deposit. Following its pilot launch in Vancouver, ParcelPal intends to expand the delivery service range across Canada.

The Company confirms that there is no material fact or material change relating to the Company or its business that has not been generally disclosed.

The Canadian Securities Exchange or any other securities regulatory authority has not reviewed and does not accept responsibility for the adequacy or accuracy of this news release that has been prepared by management of the Company.

Listing: CSE– Symbol: PGT

Shares issued: 23,684,850

Contact: Jason Moreau, President and Chief Executive Officer, Plus8 Global Ventures, Ltd. - 604-401-8700.

Forward Looking Information

This news release contains forward looking statements relating to the Financing and the future potential of ParcelPal. Forward looking statements are often identified by terms such as "will", "may", "should", "intends", "anticipates", "expects", "plans" and similar expressions. All statements other than statements of fact included in this release are forward looking statements that involve risks and uncertainties. These risks and uncertainties include, without limitation, the risk that the Financing will not be completed due to, among other things, failure to receive the approval of the Canadian Securities Exchange and the risk that the Company will not be able to find suitable investors, as well as the risk that ParcelPal will not be successful due to, among other things, general risks relating to the mobile application industry, failure of ParcelPal to gain market acceptance and potential challenges to the intellectual property utilized in ParcelPal. There can be no assurance that any forward looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

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