

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

ParcelPal Technology Inc. (the “**Company**”)
350-440 Cambie Street
Vancouver, British Columbia V6B 2N5

Item 2. Date of Material Change

March 31, 2017

Item 3. News Release

A news release was disseminated on March 31, 2017 through Filing Services Canada.

Item 4. Summary of Material Changes

The Company announced that it had completed its non-brokered private placement, as announced on March 22, 2017 (the “**Private Placement**”). Pursuant to the Private Placement, the Company issued 840,500 units (the “**Units**”) at a price of \$0.18 per Unit for gross proceeds of \$151,290. Each Unit consists of one common share and one-half of one common share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.30 for a period of 18 months from closing. In connection with the Private Placement, the Company paid cash commissions of \$8,640 and issued 60,000 warrants to certain finders (the “**Finders’ Warrants**”). The Finders’ Warrants have the same terms as the Warrants.

In addition, the Company announced that it had issued 97,222 Units at a deemed price of \$0.18 per Unit in order to settle debt owed to an officer of the Company.

Item 5. Full Description of Material Change

The Company announced that it had completed its Private Placement. Pursuant to the Private Placement, the Company issued 840,500 Units at a price of \$0.18 per Unit for gross proceeds of \$151,290. In connection with the Private Placement, the Company paid cash commissions of \$8,640 and issued 60,000 Finders’ Warrants.

In addition, the Company has issued 97,222 Units at a deemed price of \$0.18 per Unit in order to settle debt owed to an officer of the Company (the “**Debt Settlement**”).

All securities issued in the Private Placement and Debt Settlement are subject to a statutory four month hold period. The Company intends to use the proceeds of the Private Placement to execute expansion plans of the ParcelPal app and operations which include marketing and investor relations, for research and development and for ongoing general and administrative expenses.

