

HYBRID PAYTECH WORLD INC

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

HYBRID PAYTECH WORLD INC, 643, Notre Dame Street West, 3rd floor,
Montreal, Quebec H3C 1H8

Item 2. Date of Material Change

April 10 and April 11 2014.

Item 3. News Release

The Press Releases was issued on April 15, 2014 via CNW-Telbec
Montreal, Quebec.

Item 4. Summary of Material Change

For further information, attached hereto is a copy of the Press Release.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the Press Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Stephane Boisvert, CEO [514]394-5200.

Item 9. Date of Report

April 15, 2014.

HYBRID PAYTECH WORLD INC. ANNOUNCES THE CLOSING OF \$1.5 MILLION FINANCING AND PROVIDES A STATUS REPORT FURTHER TO THE MANAGEMENT CEASE TRADE ORDER

MONTREAL, April 15, 2014/CNW Telbec/- Hybrid Paytech World (the “Company” or “Hybrid”) (CSE: HPT) (OTC: FPOTF) a leader on Mobile Credit and PIN Debit payment solutions, announces the following:

Closing of \$ 1,500,000 Financing

The Company has completed the first tranche of the private placement out of the \$ 4,000,000 authorized financing previously announced on April 7st, 2014 involving the issuance of unsecured convertible debentures totalling \$1,500,000 (the “Debentures”). The proceeds received from the private placement will be utilized to support project deployments of Company’s solutions and for working capital. The Debentures will mature on September 30, 2016 (the “Maturity Date”) and will accrue interest at a rate of 10% per annum. The Debentures shall be convertible at the option of the holder or the Company into common shares of the Company (the “Shares”) on or prior to the Maturity Date. The conversion price is set at \$1.00 per common share and will contain a ratchet provision discounting the conversion price by up to 25% of the Common Share issuance price or of conversion price of convertible debentures for any new future financings,. For each common share issued pursuant to the conversion, the holder shall be entitled to $\frac{3}{4}$ common share purchase warrants at an exercise price of \$1.45 expiring twenty-four (24) months from their issuance. The Debentures and the common share purchase warrants will not be listed on the CSE, however the Common Shares issuable upon conversion will be listed and will be subject to a four month hold period from the date of closing.

Status Report on Management Cease Trade Order

Further to its news releases dated March 18, 2014 and April 1, 2014, the Company has received a management cease trade order (“MCTO”) from the Autorité des Marchés Financiers (“AMF”) the Company’s principal regulator on March 21 2014 in accordance with National Policy 12-203 *Respecting Cease Trade Orders for Continuous Disclosure Defaults* (NP “12-203”).

The Company applied for the MCTO once it was determined that it would be unable to refile and restate the annual audited consolidated financial statements of the Company for the fiscal year ended December 31, 2012 and the condensed interim consolidated financial statements for the three- and nine-month periods ended September 30, 2013, as well as the related management discussion and analysis (MD&A) (the “Outstanding Materials”) which the Company had previously undertook to restate and refile.

The MCTO imposes trading restrictions on securities of the Company, whether direct or indirect by certain members of management of the Company as well as insiders and remains in effect until the Outstanding Materials are filed. All other parties are permitted to trade freely in the Company’s securities

The Company's former auditors who were engaged to audit the 2012 restated consolidated financial statements are in the completion stages of the audit, which have taken longer than anticipated due to the number of material subsequent events which occurred after December 31, 2012. As such, the Company anticipates that it will be in a position to file the Outstanding Materials by April 21, 2014. The Company intends to comply with the provisions of the alternative information guidelines set out in NP 12-203 ("AIG") for as long as it remains in default, including the issuance of bi-weekly default status reports, each of which will be issued in the form of a news release.

Pursuant to the requirements of the AIG, the Company reports that, since the issuance of the default announcement on March 18, 2014 and the status report filed via press release on April 1st, 2014 there has not been any material change to the information provided therein, nor has there been any failure by the Company in fulfilling its stated intentions with respect to satisfying the AIG. As disclosed in the March 18, 2014 press release, the Company anticipates that it will be unable to restate and refile annual audited consolidated financial statements of the Company for the fiscal year ended December 31, 2012 and the condensed interim consolidated financial statements for the three- and nine-month periods ended September 30, 2013, as well as the related management discussion and analysis and CEO and CFO certificates. There has not been any other specified default by the Company under NP 12-203 and there is no material information concerning the affairs of the Company that has not been generally disclosed.

About Hybrid PayTech World Inc.

The Company develops an Enterprise Ready Mobile Payment Platform for the leading OS's (IOS, Android, BB and Windows 7). The Company's subsidiary, First Equity Strategy LLC, markets itself with the DBA: HybridPaytech. Visit www.hybridpaytech.com and click on our corporate video presentation <http://www.youtube.com/watch?v=XvZHRck2eag&feature=youtu.be>

HybridPaytech based in Montreal, Canada, is a technology leader in the mobile payment space for credit and debit acceptance. With a global footprint, Hybrid is an enabler of easily-deployable payment systems focusing on authentication, approved security and quick merchant adoption in Fleet, Delivery, Logistics and Retail. With its current banking and fund-transferring partnerships, HybridPaytech has market access to over three million merchants worldwide. For more information on HybridPaytech, please visit www.hybridpaytech.com / www.hybridpos.com Certain statements in this document, including those which express management's expectations or estimations with regard to the Company's future performance, constitute "forward-looking statements" as understood by applicable securities laws. Forward-looking statements are, of necessity, based on a certain number of estimates and hypotheses; while management considers these to be accurate at the time they are expressed, they are inherently subject to significant uncertainties and risks on the commercial, economic and competitive levels. We advise readers that these forward-looking statements are subject to risks, uncertainties, and other known and unknown factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied in

these forward-looking statements. Investors are advised to not rely unduly on the forward-looking statements. This advisory applies to all forward-looking statements, whether expressed orally or in writing, attributed to the Company or to any individual expressing them in the name of the Company. Unless required by law, the Company is under no obligation to publicly update these forward-looking statements, whether to reflect new information, future events, or other circumstances.

The Canadian Securities Exchange (CSE) has not reviewed this news release and does not accept responsibility for its adequacy or accuracy. This news release does not constitute a solicitation to buy or sell any securities in the United States.

SOURCE: Hybrid PayTech World Inc.

For further information: Please contact Mr. Stéphane Boisvert: 514-394-5200.