FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Datametrex AI Limited (the "**Company**")
2161 Yonge Street
Suite 210
Toronto, Ontario
M4S 3A6

Item 2. Date of Material Change

October 29, 2018

Item 3. News Release

The press releases disclosing the material changes were released on October 29, 2018 through GlobeNewswire and also simultaneously filed on SEDAR.

Item 4. Summary of Material Change

On October 29, 2018, the Company provided an update to its press release of October 16, 2018 that its subsidiary, Canntop Al Inc. ("**Canntop**") will no longer be issuing an aggregate of 4,000,000 common shares to certain directors, officers and employees of the Company and its subsidiaries at a nominal value nor an aggregate of 1,600,000 stock options under its stock option plan to certain directors, officers and employees of the Company. Canntop will carry out an arm's length private placement of up to 8,000,000 common shares ("**Canntop Shares**") at a price of $0.25 per Canntop Share for gross proceeds of $2,000,000; provided that Canntop may increase the size of the offering to meet investor demand (the "**Over-allotment Option**"). Following the issuance of the Canntop Shares, Canntop will have 24,000,000 Canntop Shares issued and outstanding (not including the Over-allotment Option") and Datametrex will hold 16,000,000 Canntop shares representing 66.67% of the total number of issued and outstanding Canntop Shares on a non-diluted basis. The above issuances of Canntop Shares are conditional upon acceptance of the TSX Venture Exchange.

On October 29, 2018, the Company also announced through a separate news release that the Canadian Securities Exchange ("**CSE**") has granted conditional approval for the listing of the common shares of Graph Blockchain Inc., the resulting issuer of the reverse takeover transaction (the "**RTO**") between Graph Blockchain Limited ("**Graph**"), an associate company of Datametrex, and Reg Technologies Inc., under the symbol GBLC. In connection with the RTO, Graph anticipates completing a non-brokered private placement of units (the "**Units**") for gross proceeds of a minimum of $1,000,000 at a price of $0.30 per Unit. Each unit is composed of one common share of Graph and one common share purchase warrant (each a "**Warrant**"). Each Warrant is exercisable into one common share of Graph at an exercise price of $0.40 for a period of eighteen months from the closing. Upon issuance of the final CSE bulletin, each common share and warrant will be exchange for one common share and one warrant of the resulting issuer respectively. Graph anticipates completing the RTO during the week of November 5th, 2018. Listing of the Company's common shares is subject to, among other things, satisfaction of the customary listing conditions of the CSE such as the completion of all remaining CSE filing requirements and the receipt of final approval from the CSE.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

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5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 – *Continuous Disclosure Obligations*

Not Applicable

Item 7. Omitted Information

No information has been omitted from this material change report.

Item 8. Executive Officer Knowledgeable of Material Change

Jeffrey Stevens
President and Chief Operating Officer
Tel: (647) 400-8494
Email: jstevens@datametrex.com

Item 9. Date of Report

October 30, 2018