

FORM 51-102F3
Material Change Report

Item 1 Name and Address of Company

DataMiners Capital Corp. (“**DataMiners**”)
Suite 1430 - 800 West Pender St.
Vancouver, British Columbia
V6C 2V6

Item 2 Date of Material Change

August 21, 2019

Item 3 News Release

A news releases concerning the material change described herein was disseminated on August 21, 2019 through CNW Group Ltd. A copy of the news release is attached hereto as Schedule A.

Item 4 Summary of Material Change

On August 21, 2019, DataMiners and Zoomd Ltd. (“**Zoomd**”) announced that Zoomd FinanceCo Ltd. has completed its previously announced private placement offering of subscription receipts in connection with the previously announced reverse takeover of DataMiners by Zoomd pursuant to which the existing shareholders of Zoomd will own a majority of the outstanding shares of DataMiners.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please refer to Schedule A for details.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Darryl Cardey, CEO, CFO, and Director

Telephone: (604) 569-2963

Email: dcardey@cdmcp.com

Item 9 Date of Report

August 23, 2019

**DATAMINERS CAPITAL CORP. AND ZOOMD LTD.
ANNOUNCE CLOSING OF \$8.4 MILLION FINANCING**

*NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES*

Vancouver, British Columbia, August 21, 2019 – DataMiners Capital Corp. (“**DataMiners**”) (TSXV: DMC.H), and Zoomd Ltd. (“**Zoomd**”), are pleased to announce that Zoomd FinanceCo Ltd. (“**Zoomd FinCo**”) has completed its previously announced private placement offering (the “**Offering**”) of subscription receipts (the “**Subscription Receipts**”) in connection with the previously announced reverse takeover of DataMiners by Zoomd pursuant to which the existing shareholders of Zoomd will own a majority of the outstanding shares of DataMiners (the “**Business Combination**”). DataMiners following the completion of the Business Combination is referred to herein as the “**Resulting Issuer**”.

The brokered portion of the Offering was made through a syndicate of agents, led by Haywood Securities Inc. and included Eight Capital and Paradigm Capital Inc. (collectively, the “**Agents**”). Pursuant to the Offering, Zoomd FinCo issued 8,385,990 Subscription Receipts (including 1,555,990 Subscription Receipts issued pursuant to the non-brokered Offering) at a price of CAD\$1.00 per Subscription Receipt (the “**Issue Price**”) for aggregate gross proceeds of CAD\$8,385,990. Each Subscription Receipt will automatically convert, without payment of any additional consideration and without further action on the part of each subscriber, into one common share of Zoomd FinCo (each, a “**FinCo Share**”) upon satisfaction of the Escrow Release Conditions (as defined below).

The gross proceeds from the brokered Offering, less certain fees and expenses of the Agents, being CAD\$6,680,360 (the “**Escrowed Funds**”), have been delivered to TSX Trust Company (“**TSX Trust**”), as subscription receipt agent. The Escrowed Funds shall be held by TSX Trust until the waiver and/or satisfaction of certain escrow release conditions, including, but not limited to, the completion, satisfaction or waiver of all conditions precedent to the Business Combination (other than the release of the Escrowed Funds), the receipt of all shareholder and regulatory approvals required for the Business Combination and other customary escrow conditions for a transaction of this nature as described in DataMiners’ press release dated July 2, 2019 (the “**Escrow Release Conditions**”).

In connection with the brokered Offering, Zoomd FinCo has paid the Agents cash consideration in the aggregate amount of CAD\$458,080 (the “**Cash Consideration**”). All of the Cash Consideration has been deposited into escrow and will be released upon satisfaction and/or waiver of the Escrow Release Conditions.

As additional consideration, the Agents have received 458,080 compensation options of Zoomd FinCo (the “**Compensation Options**”) in connection with the brokered Offering. Each Compensation Option will be exercisable after satisfaction and/or waiver of the Escrow Release Conditions for one (1) common share of the Resulting Issuer following the completion of the Business Combination (each, a “**Resulting Issuer Share**”) after giving effect to the Business

Combination. Each Compensation Option will be exercisable for a Resulting Issuer Share at the Issue Price until the date that is 24 months following the closing of the Offering.

In connection with the non-brokered Offering for aggregate gross proceeds of CAD\$1,555,990, which is being held in escrow, Zoomd FinCo has: (i) paid certain finders cash consideration in the aggregate amount of CAD\$108,919 which has been deposited in escrow and will be released upon satisfaction and/or waiver of the Escrow Release Conditions; and (ii) issued an aggregate of 108,919 Compensation Options to certain finders.

Following the conversion of the Subscription Receipts, each FinCo Share issued pursuant to the Offering will be exchanged for one Resulting Issuer Share pursuant to an amalgamation between Zoomd FinCo and a wholly-owned subsidiary of DataMiners. Accordingly, assuming the satisfaction of the Escrow Release Conditions and the completion of the Offering, each holder of a Subscription Receipt will ultimately receive one Resulting Issuer Share for each respective FinCo Share so held.

The net proceeds raised from the Offering will be used by the Resulting Issuer for capital expenditures, working capital and general corporate purposes.

About Zoomd

Zoomd is a privately held Israel company that has developed a proprietary patented technology for leveraging internet onsite search for increased monetization and engagement for publishers; and better management of digital advertising focusing on mobile app user acquisition, for media agencies and advertisers. Zoomd has global operations and provides services to top tier brands such as Poker Stars, 90min, Shein, eToro and Bwin.

Zoomd provides its customers with the following platforms:

- For advertisers - mobile app user acquisition and engagements, including automated media buying based on rules, guidelines, fraud detection, cap and key performance indicators.
- For publishers - SaaS (Software as a Service) based search engine for publisher's sites based on a shared revenue model. Zoomd creates new 'real-estate' on the publisher's website, it monetizes it and splits the income with the publisher

Zoomd's SaaS search engine that directs publishers is fully developed. Most of Zoomd's development efforts are focused on data collection development methods and engine improvements considering monetization benefits and additional features. The Zoomd's product for advertisers has also been completed and is already in a production mode. New versions including improvement and upgrading with additional functionality, based on cumulative market experience, are being added on a regular basis.

About DataMiners

DataMiners is designated as a Capital Pool Company by the TSXV. DataMiners has not commenced commercial operations and has no assets other than cash. The only business of

DataMiners is the identification and evaluation of assets or businesses with a view to completing a "Qualifying Transaction" in accordance with TSXV Policy 2.4 - *Capital Pool Companies*.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

Completion of the Business Combination is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement of DataMiners dated June 30, 2019 filed on SEDAR in connection with the Business Combination, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

All information contained in this news release with respect Zoomd was supplied by Zoomd for inclusion herein, and DataMiners and its directors and officers have relied on Zoomd for any information concerning such party.

For more information, please contact:

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This news release contains forward-looking statements relating to the timing and completion of the Business Combination, the future operations of the Resulting Issuer and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the Business Combination and the future plans and objectives of the Resulting Issuer are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from DataMiners' expectations include the failure to satisfy the conditions to completion of the Business Combination set forth above and other risks detailed from time to time in the filings made by DataMiners with securities regulations.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ

materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of DataMiners. As a result, DataMiners cannot guarantee that the Business Combination will be completed on the terms and within the time disclosed herein or at all. 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 DataMiners will update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities law.