

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address

Mota Ventures Corp. (previously, Primary Energy Metals Inc.) (the “**Company**”)
8th Floor, 1199 West Hastings Street
Vancouver, British Columbia, V6E 3T5

Item 2 Date of Material Change

November 28, 2019.

Item 3 News Release

The Company issued a news release on December 3, 2019 relating to the material change, which was disseminated through Stockwatch and subsequently filed on SEDAR.

Item 4 Summary of Material Change

On November 28, 2019, the Company changed its name from Primary Energy Metals Inc. to Mota Ventures Corp. and completed its previously announced acquisition of NNZ Consulting Corp. (“**NNZ**”). The acquisition of NNZ was a change of business for the Company under the policies of the Canadian Securities Exchange (the “**CSE**”). In connection with the acquisition of NNZ, the Company converted the subscription receipts previously issued by the Company in a private placement financing, and the Company issued 12,196,248 \$0.30 units (each a “**Conversion Unit**”). Each Conversion Unit consists of one common share of the Company and one common share purchase warrant entitling the holder to acquire an additional common share of the Company at a price of \$0.50 until November 28, 2021.

In connection with the acquisition of NNZ, the Company also received approval from the CSE to resume trading at the open of markets on December 4, 2019 under the new name “Mota Ventures Corp.” and ticker symbol “MOTA”.

Item 5 Full Description of Material Change

See attached news release.

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

Not applicable. This report is not being filed on a confidential basis.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following executive officer of the Company is knowledgeable about the material change and this report:

Szascha Lim, Chief Financial Officer and Corporate Secretary
Telephone: (604) 609-6108

Item 9

Date of Report

December 6, 2019



CSE: MOTA
FSE: 1WZ:GR
OTC: PEMTF

**MOTA VENTURES COMPLETES ACQUISITION OF COLOMBIAN LICENSED PRODUCER
AND BEGINS TRADING ON DECEMBER 4, 2019**

VANCOUVER, BC, CANADA (December 3, 2019) – **Mota Ventures Corp. (formerly, Primary Energy Metals Inc.) (CSE: MOTA)** (the “**Company**”) is pleased to announce that it has completed the acquisition (the “**Transaction**”) of NNZ Consulting Corp. (“**NNZ**”). NNZ is a privately-held company which, through its subsidiary Ihuana SAS (“**Ihuana**”), is licensed to cultivate non-psychoactive cannabis in Colombia for seed production, manufacturing of derivative products such as cannabidiol (“**CBD**”) and for industrial purposes.

“The acquisition of NNZ and our public listing on the Canadian Securities Exchange is a great accomplishment for the team. We can now continue to execute on our business plan to become a leading producer of premium quality medicinal cannabis products”, stated Joel Shacker, Chief Executive Officer. “We have brought together some of the finest Canadian leadership in the cannabis industry, strategic global relationships and a very strong operational team in Columbia that will allow us to become a leader in the international cannabis market.”

Following completion of the Transaction, the Company intends to focus its efforts on developing the business of NNZ, and has changed its name to “Mota Ventures Corp.” to reflect its activities in the South American cannabis sector. The Transaction was completed pursuant to the terms of a definitive share purchase agreement (the “**Purchase Agreement**”), dated November 4, 2019, entered into with NNZ and each of its shareholders. In consideration for the acquisition of NNZ, the Company has issued 39,997,500 common shares (the “**Consideration Shares**”) to the existing shareholders of NNZ.

In connection with completion of the Transaction, the Company has completed the conversion of the subscription receipts (the “**Receipts**”) previously issued by the Company in the private placement (the “**Financing**”), and the gross proceeds of the Financing have been released to the Company. In connection with the conversion of the Receipts, the Company issued 12,196,249 units (each, a “**Conversion Unit**”). Each Conversion Unit consists of one common share of the Company, and one common share purchase warrant (each, a “**Conversion Warrant**”) entitling the holder to acquire an additional common share of the Company at a price of \$0.50 until November 28, 2021. The Company has also paid finders’ fees of \$96,835 and issued 322,786 Conversion Warrants, to certain parties who assisted the Company in introducing subscribers to the Financing.

The Company has also issued 4,000,000 common shares (the “**Finders’ Fee Shares**”) to certain arms’-length third-parties who assisted in introducing the Transaction to the Company, 800,000 common shares (the “**Advisory Fee Shares**”) to a contractor, as consideration for certain corporate finance advisory services provided to the Company, and 416,667 Conversion Units (the “**Marketing Fee Units**”) to a contractor, as consideration for certain marketing services provided to the Company.

Following completion of the Transaction, the Company has 80,732,902 common shares outstanding. In accordance with the policies of the Canadian Securities Exchange (the “Exchange”), and pursuant to the terms of the Purchase Agreement, a total of 17,611,149 common shares are subject to an escrow arrangement, from which they will be released in tranches over a thirty-six month period. The Conversion Units, Finders’ Fee Shares, the Advisory Fee Shares and the Marketing Fee Units, are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws.

There have been no changes to the board of directors, or management, of the Company in connection with completion of the Transaction. Trading in the Company’s common shares is currently halted, pending completion of customary filings with the Exchange. It is anticipated that trading will resume at the open of markets, on December 4, 2019, under the new name “Mota Ventures Corp.” and ticker symbol “MOTA”.

For further information concerning the Transaction, including financial information for NNZ and Ihuana, readers are encouraged to review the listing statement prepared by the Company in connection with the Transaction. A copy of the listing statement, and the Purchase Agreement, are available for review under the Company’s profile on SEDAR (www.sedar.com).

The Company also announces that it has granted 4,670,000 incentive stock options to certain directors, officers, consultants and employees. The options have been granted in accordance with the Company’s incentive stock option plan, and are exercisable at a price of \$0.30 per option for a period of sixty-months.

About Mota Ventures Corp.

Mota Ventures is seeking to become a large-scale vertically integrated low-cost producer and exporter of the highest quality CBD products worldwide. The 2.5 hectare site located in Colombia has optimal year round growing conditions and access to all necessary infrastructure. The site is located approximately 2 hours outside of Bogota 20 minutes away from the free trade zone and 30 minutes away from the international airport. Phase one will consist of a state of the art 60,000 square foot greenhouse with the capacity to produce more than 14,000,000 grams per year along with build out of the Company’s extraction facilities. The Company will focus on CBD extraction to produce pure raw CBD, with the goal to make value added CBD products and create its own brand to be sold internationally.

ON BEHALF OF THE BOARD OF DIRECTORS

MOTA VENTURES CORP.

Joel Shacker
Chief Executive Officer

For further information, readers are encouraged to contact Joel Shacker, Chief Executive Officer at +1.236.521.2177 or by email at IR@motaventuresco.com or www.motaventuresco.com

The Canadian Securities Exchange has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

This news release may contain certain “Forward-Looking Statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws. When or if used in this news release, the words “anticipate”, “believe”, “estimate”, “expect”, “target”, “plan”, “forecast”, “may”, “schedule” and similar words or expressions identify forward-looking statements or information. These forward-looking statements or information may relate to the Transaction, the anticipated business activities of NNZ and Ihuana and the reliability of third party information and other factors or information. Such statements represent the Company’s current views with respect to future events and are necessarily based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, economic, competitive, political and social risks, contingencies and uncertainties. For the purposes of such statements, the Company has assumed the regulatory regime in place in Colombia will continue to permit Ihuana to cultivate non-psychoactive cannabis and produce CBD. Many factors, both known and unknown, could cause results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements. Such factors include changes to the regulatory regime in Colombian with respect to the cultivation of non-psychoactive cannabis and production of CBD. The Company does not intend, and does not assume any obligation, to update these forward-looking statements or information to reflect changes in assumptions or changes in circumstances or any other events affecting such statements and information other than as required by applicable laws, rules and regulations.