

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1                      Name and Address of Company:**

**Quantum Blockchain Technologies Ltd.** (the “Corporation”)  
1250, 639 – 5<sup>th</sup> Avenue SW  
Calgary, AB T2P 0M9

**ITEM 2                      Date of Material Change:**

December 29, 2020

**ITEM 3                      News Release:**

The news release was distributed on December 29, 2020 and filed on SEDAR on December 29, 2020.

**ITEM 4                      Summary of Material Change:**

The Corporation announced amendments to its letter of intent with Ocumetics Technology Corp.

**ITEM 5                      Full Description of Material Change:**

The Corporation announced that further amendments had been made to its non-binding letter of intent dated July 25, 2020 with Ocumetics Technology Corp. (“Ocumetics”). Pursuant to the amendment, the parties announced new terms of the previously announced Concurrent Private Placement, which shall now comprise a private placement of at least 21,604,800 common shares of Quantum at a price of \$0.125 per share, for gross proceeds of at least \$2,700,600.00.

Finders’ fees may be paid in connection with the Transaction and Concurrent Private Placement.

The Transaction and the Concurrent Private Placement are subject to the approval of the TSX Venture Exchange (the “TSXV”).

On December 15, 2020, the parties extended the deadline for the completion of the proposed business combination contemplated by the letter of intent from December 15, 2020 to April 15, 2021.

**ITEM 6                      Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:**

Not Applicable.

**ITEM 7                      Omitted Information:**

Not Applicable.

**ITEM 8                      Executive Officer:**

Further information relating to this Material Change Report may be obtained from:

Roger Jewett  
Director  
(403) 650-7718

**ITEM 9                      Date of Report:**

January 6, 2021

The foregoing accurately discloses the material change referred to in this report.

## SCHEDULE "A"

### QUANTUM BLOCKCHAIN TECHNOLOGIES LTD.

## P R E S S   R E L E A S E

### Quantum Announces Proposed Transaction with Ocumetics Technology Corp.

#### ***For Immediate Release***

**Calgary, Alberta** – July 27, 2020 – Quantum Blockchain Technologies Ltd. (TSXV:QBC.P) ("**Quantum**") is pleased to announce that it has signed a non-binding letter of intent dated July 25, 2020 (the "**LOI**") with Ocumetics Technology Corp. ("**Ocumetics**"), a corporation incorporated under the *Business Corporations Act* (British Columbia). The LOI outlines the general terms and conditions pursuant to which Quantum and Ocumetics propose to combine their respective businesses (the "**Transaction**"). If approved, the Transaction will constitute Quantum's Qualifying Transaction and a Reverse Takeover under the policies of the TSX Venture Exchange (the "**Exchange**"). Upon closing of the transaction, the resulting issuer expects to list as a Tier 2 Life Sciences Issuer.

The Transaction is an arm's length transaction.

The transaction will be structured as determined following a review of all relevant legal, regulatory and tax matters. The LOI contemplates Quantum and Ocumetics entering into a definitive agreement with respect to the Transaction on terms customary for transactions of this nature.

The Transaction is expected to require the security holders of Ocumetics to exchange all securities of Ocumetics for common shares of Quantum on the basis of three common shares in the share capital of Quantum for each share of Ocumetics (regardless of class) issued and outstanding at the time of the completion of the Proposed Transaction, or 78,150,000 common shares, based upon the capital of Ocumetics expected to be issued and outstanding at the time of closing. Each warrant that is issued and outstanding in the capital of Ocumetics will be exchanged for three warrants of Quantum having the same or similar terms.

The LOI provides that, concurrent with the completion of the Transaction, Quantum will complete a private placement of securities at a price per security to be determined in the context of the market and for gross proceeds of approximately \$2,000,000 (the "**Private Placement**"). Warrants may be issued under the Private Placement.

Upon closing of the Transaction, it is estimated that the current common shareholders of Quantum will own approximately 6% of the shares of Quantum, that the former shareholders of Ocumetics will own approximately 80% and that the subscribers under the Private Placement will own 14%. These percentages will change if warrants are issued under the Private Placement.

In connection with the Transaction, it is contemplated that Quantum will change its name to a name chosen by Ocumetics and accepted by Alberta Registries and the Exchange. It is also contemplated that the board of directors of Quantum post-Transaction will consist of four directors, one of whom is to be a nominee of Quantum and three of whom shall be nominees of Ocumetics.

The LOI provides that completion of the Transaction will be subject to a number of conditions, including: the completion of the Private Placement, approval by the Quantum shareholders of the proposed name change, approval by the Ocumetics shareholders of the Transaction and approvals from the Exchange, securities regulators and third parties as may be required.

The LOI may be terminated if Quantum is not satisfied with the results of its due diligence, upon a breach of any binding provisions of the LOI, if one party can demonstrate that there exists either a circumstance or set of circumstances beyond the control of both parties that would make completion of the Transaction impossible or commercially unreasonable, or if the Transaction is not completed by December 15, 2020, unless such date is extended by the parties.

Finders' fees may be paid in connection with the Transaction.

### **About Quantum**

Quantum is a capital pool company listed for trading on the Exchange. Quantum currently has 5,500,000 common shares issued and outstanding. Quantum has also issued incentive stock options to its directors and officers to acquire up to 375,000 common shares at a price of \$0.10 per share until August 29, 2023, and options to its agent under its IPO to acquire up to 300,000 common shares at a price of \$0.10 per share until August 29, 2020.

As at March 31, 2020, Quantum had cash and near cash assets, net of liabilities, of approximately \$245,000.

### **About Ocumetics**

Ocumetics is a privately held Canadian research and product development company that specializes in adaptive lens designs. It is now in the pre-clinical stage of a game-changing technology for the ophthalmic industry – the Bionic Lens. The Bionic Lens is an expandable intraocular lens that fits within the natural lens compartment of the eye to completely eliminate the need for corrective lenses. It re-establishes the natural kinetics of the eye muscles to facilitate the eye's ability to shift focus effortlessly from distance to near and very near range.

Further information relating to Ocumetics, including financial information and the proposed board nominees of Ocumetics, will be included in a subsequent press release in connection with the Transaction.

### **Sponsorship**

Sponsorship may be required by the Exchange unless exempt in accordance with the policies of the Exchange. Quantum is currently reviewing the requirements for sponsorship. Quantum intends to include any additional information regarding sponsorship in a subsequent press release.

All information contained in this news release with respect to Quantum and Ocumetics was supplied by the parties respectively, for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

## Trading of Quantum Shares

Pursuant to the policies of the TSXV, trading of the shares of Quantum has been halted on the TSXV and will remain halted until the conditions of the TSXV for the resumption of trading have been met.

### **FOR FURTHER INFORMATION, PLEASE CONTACT:**

Roger Jewett, CA  
Director  
(403) 650-7718

***Completion of the transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. 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 management information circular or filing statement to be prepared in connection with the transaction, 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.***

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

## Forward Looking Statements

This press release contains forward-looking statements which reflect management's expectations regarding future growth, results of operations, performance and business prospects of Quantum and Ocumetics. These forward-looking statements may relate to, among other things, forecasts or expectations regarding business outlook for Quantum and Ocumetics, and may also include other statements that are predictive in nature, or that depend upon or refer to future events or conditions, and can generally be identified by words such as "may", "will", "expects", "anticipates", "intends", "plans", "believes", "estimates", "guidance" or similar expressions. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements.

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 Quantum and Ocumetics. The reader is cautioned not to place undue reliance on any forward-looking information. Although such information is considered reasonable by management at the time of preparation, it may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. The forward-looking statements contained in this press release are made as of the date of this press release, and Quantum and Ocumetics do not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new

information, future events or otherwise, except as required by securities law.