

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

Quantum eMotion Inc. (the “Corporation”)

Item 1 - Name and address of Corporation

Quantum eMotion Inc.

2300 Alfred Nobel Blvd
Suite 209
Montréal, QC H4S 2A4

Item 2 - Date of Material Change

May 27, 2021.

Item 3 - Press Release

A press release pertaining to the material change being the subject of the present report was issued through GlobeNewsWire and filed on SEDAR on June 7, 2021.

Item 4 - Summary of Material Change

On June 7, 2021, the Corporation announced the results of its annual and special meeting of shareholders held on May 27, 2021 (the “Meeting”), including the adoption of a special resolution approving and authorizing the corporate name change to “Quantum eMotion Inc.”.

Item 5 - Full Description of Material Change

At the Meeting, the shareholders of the Corporation voted in favour of the adoption of a special resolution approving and authorizing the corporate name change to “Quantum eMotion Inc.”. The Corporation’s common shares are expected to commence trading on the TSX Venture under the new name, CUSIP 74767K103 and ISIN number CA74767K1030 on or around June 14, 2021. The stock symbol remains the same. See attached press release for a complete description of the material change.

Item 6 - Reliance on subsection 7.1(2) of Regulation 51-102

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

For further information please contact Francis Bellido, Chief Executive Officer at info@quantumemotion.com or 514.887.5469

Item 9 - Date of Report

June 7, 2021.



**QUANTUM ANNOUNCES NAME CHANGE TO QUANTUM eMOTION INC.
AND AGM RESULTS**

Montreal, June 7, 2021. Quantum eMotion Inc. (formerly Quantum Numbers Corp.) (“**Quantum**” or the “**Corporation**”) (TSX-V: **QNC**) is pleased to announce the results of its annual and special meeting of shareholders held on May 27, 2021 (the “**Meeting**”).

At the Meeting, the shareholders voted in favour of the adoption of a special resolution approving and authorizing the corporate name change to “Quantum eMotion Inc.”. The Corporation’s common shares are expected to commence trading on the TSX Venture under the new name, CUSIP 74767K103 and ISIN number CA74767K1030 on or around June 14, 2021. The stock symbol remains the same.

No action is required to be taken by shareholders with respect to the name change. Outstanding common shares certificates are not affected by the name change and do not need to be exchanged.

Shareholders have also voted in favor of all other matters presented at the Meeting, being: (i) the election of the directors nominated by management namely, Francis Bellido, Edward Lawrence Moore, Luc Paquet, Scott Rickards and Marc Rousseau; (ii) the appointment of KPMG LLP, Chartered Professional Accountants, as new auditors of the Corporation for the ensuing year and the authorization to fix their remuneration; and (iii) the adoption of an ordinary resolution approving an amendment to the Corporation’s stock option plan, in order to increase to 15,000,000 the number of common shares issuable under such plan, as more particularly described in the management proxy circular of the Corporation dated April 28, 2021 available at www.sedar.com.

About Quantum

The Corporation's mission is to address the growing demand for affordable hardware security for connected devices. The patented solution for a Quantum Random Number Generator exploits the built-in unpredictability of quantum mechanics and promises to provide enhanced security for protecting high value assets and critical systems.

The Corporation intends to target high profile verticals such as Healthcare Services and the technology is also applicable to Financial Services, Cloud-Based IT Security Infrastructure, Classified Government Networks and Communication Systems, Secure Device Keying (IOT, Automotive, Consumer Electronics) and Quantum Cryptography.

For further information, please contact:

Francis Bellido, Chief Executive Officer

Tel : 514.887.5469

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Website: www.quantumemotion.com

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