

**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

November 30, 2018

Item 3. News Release

A press release disclosing the material change was released on December 3, 2018 through GlobeNewswire.

Item 4. Summary of Material Change

On November 30, 2018, the Company held its 2018 annual and special shareholder meeting in Toronto, Ontario, Canada whereby the Board of Directors proposed, and the dis-interested shareholders of the Company represented at the meeting approved, the re-pricing of an aggregate of 6,062,051 previously-granted stock options to \$0.10 per share. The re-pricing of the stock options is subject to TSX Venture Exchange (“**TSXV**”) approval.

Item 5. Full Description of Material Change

5.1 - Full Description of Material Change

On November 30, 2018, the Company held its 2018 annual and special shareholder meeting (the “**Meeting**”) in Toronto, Ontario, Canada whereby the Board of Directors proposed, and the dis-interested shareholders of the Company represented at the Meeting approved, the re-pricing of an aggregate of 6,062,051 previously-granted stock options to \$0.10 per share (the “**Option Amendment**”). Approval of the Option Amendment by dis-interested shareholders was required in accordance with TSXV Policy 4.4 – *Incentive Stock Options*. The Option Amendment was originally disclosed in the Company’s management information circular dated October 29, 2018 (the “**Circular**”).

The Option Amendment is considered a “related party transaction” under Multilateral Instrument 61-101 (“**MI 61-101**”) as certain stock options held by directors and senior executive officers of the Company are subject to the Option Amendment.

The Option Amendment was discussed and approved by the Board of Directors of the Company at a meeting of the Board in which each interested director recused himself from voting on the Option Amendment in respect of each such director’s stock options subject to the Option Amendment. None of the directors expressed any contrary views or disagreements with respect to

the Option Amendment. At the time of approval by the Board, the trading price of the Company's common shares were considerably lower than the current exercise price of the options. Accordingly, the stock options had little to no value or incentive for the holders thereof. The Option Amendment, if completed, will continue to incentivize the directors, officers and employees of the Company in accordance with the purpose and objectives of the Company's stock option plan. The interest of every interested party and every related party and associated entities of the interested parties under the Option Amendment as contemplated under MI 61-101 is set out in the table below:

Name of Optionee	Date of Grant	Expiry Date	Number of Re-priced Options	Current Exercise Price	Proposed Re-priced Exercise Price
Andrew Ryu	January 22, 2018	January 22, 2020	1,500,000	\$0.225	\$0.10
Jeffrey Stevens	January 22, 2018	January 22, 2020	1,200,000	\$0.225	\$0.10
Steve (Byungjoo) Kang	January 22, 2018	January 22, 2020	500,000	\$0.225	\$0.10
Josh Gerstein	March 8, 2018	March 8, 2020	315,081	\$0.20	\$0.10
Charles Schade	March 8, 2018	March 8, 2020	250,000	\$0.20	\$0.10

The Option Amendment will have no anticipated effect on the percentage of securities of the Company or of an affiliated entity of the Company beneficially owned or controlled by the foregoing parties as the number of stock options held by each such party will not change upon the completion of the Option Amendment.

An aggregate of 4,865,081 previously granted stock options were originally proposed for re-pricing under the Option Amendment as set out in the Circular. At the Meeting, an additional 1,196,970 previously granted options held by various other option holders were proposed, discussed and approved for re-pricing under the Option Amendment by dis-interested shareholders. A total of 6,062,051 previously granted stock options are therefore subject to re-pricing under the Option Amendment. The Option Amendment is subject to approval by the TSXV.

The Option Amendment was exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of the stock options under the Option Amendment held by the interested parties nor the consideration payable by such parties exceeded 25% of the Corporation's market capitalization on November 30, 2018.

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

Jeffrey Stevens
President and Chief Operating Officer
Tel: (647) 400-8494

Item 9. Date of Report

December 7, 2018