

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Datametrex AI Limited (the “Company”)
4711 Yonge Street
10th Floor
Toronto, Ontario
M2N 6K8

Item 2 Date of Material Change

September 21, 2020

Item 3 News Release

A news release was disseminated on September 24, 2020 through Newsfile Corp. A copy of the news release is attached hereto as Schedule A.

Item 4 Summary of Material Change

The Company announced that is pleased to announce it has entered into a service agreement (the “Agreement”) with one of the World’s largest media and entertainment group for its theatrical film and TV shows in both Vancouver and Toronto. Pursuant to the terms of the Agreement, the Company will provide COVID-19 tests with test kits and related services as and when required through subsequent statements of work that will set out the specific scope of services and the dollar amounts for the various projects.

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

Subsection 7.1(2) of National Instrument 51-102 has not been relied upon.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Marshall Gunther
Chief Executive Officer
(514) 295-2300

Item 9 Date of Report

September 24, 2020

DATAMETREX AI LIMITED

TSX Venture Exchange
Symbol "DM"



**DATAMETREX SIGNS AGREEMENT WITH MAJOR WORLD WIDE
MEDIA & ENTERTAINMENT COMPANY FOR COVID-19**

Toronto, Canada, September 24, 2020 – Datametrex AI Limited (the "Company" or "Datametrex") (TSXV: DM, FSE: D4G, OTC: DTMXF) is pleased to announce it has entered into a service agreement (the "**Agreement**"), dated September 21, 2020 with one of the World's largest media and entertainment group for its theatrical film and TV shows in both Vancouver and Toronto. Pursuant to the terms of the Agreement, the Company will provide COVID-19 tests with test kits and related services as and when required through subsequent statements of work that will set out the specific scope of services and the dollar amounts for the various projects.

The Company will issue subsequent press releases as when these statements of work are entered into under the Agreement which will disclose the material terms and conditions of such services. Based on current discussions that management of the Company is having with this Media and Entertainment company, it is anticipating that the aggregate dollar amount of revenue under this Agreement is expected to be over CAD\$20MM for the initial nine (9) months, given the anticipated demand for COVID-19 testing and related services. There is no assurance or guarantee that the dollar amount of services under this Agreement will result in this or any amount of revenue for the Company.

The services to be completed pursuant to this Agreement is scheduled to commence immediately. Datametrex anticipates that it will have little or no upfront costs associated with importing and selling these test kits. The Company is one of the largest media and entertainment groups with multiple subsidiaries and a worldwide presence.

According to *PwC's Global Entertainment & Media ("E&M") Outlook*, the COVID-19 pandemic has accelerated and amplified ongoing shifts in consumers' behaviour, pulling forward digital disruption and forging industry tipping points that would not have been reached for many years.

As a result, the E&M world in 2020 has become more remote, more virtual, more streamed, more personal and – for now at least – more centred on the home. Winners and losers will emerge based on their ability to leverage enabling technology to deliver

truly distinctive content and experience options, while navigating regulatory and privacy hurdles.¹

Vancouver is the third-largest production centre in North America, worth approximately CDN \$3.2 billion during 2018/19, according to Creative BC. British Columbia is home to several world-class Film and TV studios, including Bridge Studios, Mammoth Studios, Vancouver Film Studios, North Shore Studios, Ironwood Studios, Canadian Motion Picture Park, and The Crossing Studios.

The entire film and TV production in Canada represents approximately \$8.92 billion in production volume, and 179,000 full-time equivalent jobs. In March 2020, the industry stopped worldwide. Vancouver and the surrounding areas had 46 productions filming, representing 37% of all Canadian productions, not including the TV commercial market. Each of the shows had a minimum of a 100-person film crew.

The next largest film and television market is Ontario, representing 34% of all Canadian productions. In 2019, Toronto's film and television industry directly employed more than 28,000 people tallying approximately \$3.17 Billion.

Additionally, with Canada having far fewer instances of COVID-19 cases than in the United States on a per capita basis according to data compiled by Johns Hopkins University, it demonstrates that Canada is a safer jurisdiction for filming, with our testing kits, collection services and labs already set up.

"With Vancouver productions quickly returning to the studios and filming, we feel that this is the tip of the iceberg for new COVID-19 screening in the production industry", said Marshall Gunter CEO of the Company.

About Datametrex

Datametrex AI Limited is a technology-focused with exposure to Artificial Intelligence and Machine Learning through its wholly-owned subsidiary, Nexalogy (www.nexalogy.com). Datametrex's mission is to provide tools that support companies in fulfilling their operational goals, including Health and Safety, with predictive and preventive technologies. By working with companies to set a new standard of protocols through Artificial Intelligence and health diagnostics, Company provides progressive solutions to support the supply chain. Additional information on Datametrex is available at www.datametrex.com.

For further information, please contact:

Marshall Gunter – CEO

Phone: (514) 295-2300

Email: mgunter@datametrex.com

¹ [Source: PwC's Global Entertainment & Media Outlook](#)

Neither the 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.

Forward-Looking Statements

Certain statements including in this news release contain "forward-looking information" or constitute "forward-looking statements" within the meaning of applicable securities laws. Such forward-looking statements or information are provided for the purpose of providing information about management's current expectations and plans relating to the future. Readers are cautioned that reliance on such information may not be appropriate for other purposes. In some cases, forward-looking information can be identified by words or phrases such as "may", "will", "expect", "likely", "should", "would", "plan", "anticipate", "intend", "potential", "proposed", "estimate", "believe" or the negative of these terms, or other similar words, expressions and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy, including the dollar amount of revenue anticipated under the Agreement.

Forward-looking statements or information are based on current expectations, estimates and projections that involve several risks and uncertainties, which could cause actual results to differ materially from those anticipated by the Company and described in the forward-looking statements or information. These risks and uncertainties may cause actual results to differ materially from the forward-looking statements or information.

Readers are cautioned that the foregoing list is not exhaustive of all possible risks and uncertainties. Readers are also cautioned to consider these and other factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information. The forward-looking information contained herein is made as of the date of this press release and is based on the beliefs, estimates, expectations and opinions of management on the time such forward-looking information is made. Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

###