

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Metron Capital Corp. (“**Metron**” or the “**Company**”)
1206 - 588 Broughton Street
Vancouver, BC
V6G 3E3

Item 2 Date of Material Change

November 6, 2019.

Item 3 News Release

News releases with respect to the material changes referred to in this report were issued by the Company on November 6, 2019 and November 7, 2019 and distributed through MarketWired and Stockwatch and filed on SEDAR with the securities commissions in British Columbia, Alberta and Ontario and are available at www.sedar.com.

Item 4 Summary of Material Change

On November 6, 2019, the Company entered into a definitive share exchange agreement dated November 6, 2019 (the “**Share Exchange Agreement**”) with INEO Solutions Inc. (“**INEO**”), an arms-length private British Columbia corporation, and all of the shareholders of INEO, pursuant to which the Company will acquire all of the issued and outstanding shares of INEO in exchange for common shares of the Company.

In addition, effective October 23, 2019, the Company disposed of its last remaining exploration mineral asset, an option to acquire a 100% interest in the South Big Smoky Property located in Esmeralda County, Nevada, USA pursuant to an option agreement dated December 2, 2016.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company entered into the Share Exchange Agreement with INEO, an arms-length private British Columbia corporation, and all of the shareholders of INEO, pursuant to which the Company will acquire all of the issued and outstanding shares of INEO in exchange for common shares of the Company (the “**Proposed Transaction**”). The terms of the Proposed Transaction were previously announced by the Company in a news release dated September 19, 2019, following execution of letter of intent between the Company and INEO effective September 19, 2019.

The Proposed Transaction will be effected by way of a share exchange, pursuant to which the Company will acquire all of the issued and outstanding shares of INEO (the “**INEO Shares**”), in exchange for post-consolidated common shares of Metron (each, a “**Metron Share**”) and INEO will become a subsidiary of Metron. Pursuant to the Proposed Transaction, Metron will issue to

shareholders of INEO 1.75863880 Metron Shares for each INEO Share held, such that approximately 19,626,409 Metron Shares will be issued at a deemed issue price of \$0.35 per Metron Share, based on a total of 11,160,000 INEO Shares outstanding as of the date hereof. The Company will also issue to existing optionholders of INEO in exchange for their INEO options an aggregate of 175,863 options to purchase common shares of the Resulting Issuer (“**Resulting Issuer Shares**”) at a price of \$0.0888 per Resulting Issuer Share.

Prior to the closing of the Proposed Transaction, the Company will (i) complete a consolidation of all the issued and outstanding Metron Shares on a 1.6191 old for one new basis (the “**Consolidation**”), such that it will have approximately 12,798,721 Metron Shares issued and outstanding immediately post-Consolidation, and (ii) change its name to “INEO Solutions Inc.” or such other name as agreed by the parties (the “**Name Change**”).

In connection with the Proposed Transaction, the Company will complete a non-brokered private placement of subscription receipts (“**Subscription Receipts**”) at a price of CAD \$0.35 per Subscription Receipt for a minimum amount of aggregate gross proceeds of CAD \$3,000,000 (the “**Concurrent Financing**”). The Concurrent Financing is expected to close on or before November 30, 2019. Each Subscription Receipt will, upon closing of the Proposed Transaction, automatically convert into one post-Consolidation Metron Share for no additional consideration.

In connection with the Concurrent Financing and as disclosed in the Company’s press release of November 7, 2019, the Company will pay certain eligible finders’ fees of up to (i) 5% of the aggregate value of Subscription Receipts sold, in cash, and (ii) share purchase warrants equal in number up to 5% of the number of Subscription Receipts sold, subject to the approval of the TSX Venture Exchange (the “**Exchange**”). The maximum number of share purchase options expected to be issuable under the Company’s 10% rolling stock option plan upon completion of the Proposed Transaction will be 3,923,826 stock options (“**Options**”) to purchase common shares of the Resulting Issuer, after accounting for the 175,863 Options issuable to existing optionholders of INEO in exchange for their INEO options.

The Proposed Transaction will constitute a Reverse Takeover of Metron pursuant to Policy 5.2 – *Changes of Business and Reverse Takeovers* of the Exchange.

Certain of the Metron Shares to be issued pursuant to the Proposed Transaction are expected to be subject to restrictions on resale or escrow under the policies of the Exchange, including the securities to be issued to “Principals” (as defined under Exchange policies), which will be subject to the escrow requirements of the Exchange.

The Proposed Transaction is subject to certain conditions, including but not limited to, completion of the Concurrent Financing, Name Change and Consolidation, employment agreements being entered into with key members of management, receiving all necessary regulatory and third party approvals, the Proposed Transaction being effective on or prior to December 31, 2019, no material adverse effect occurring to the business of Metron or INEO, the satisfaction of obligations under the Agreement relating to each of the parties, the delivery by each of the parties of standard closing documents, and the Exchange being satisfied that after completion of the Acquisition the Resulting Issuer will satisfy the Exchange’s minimum listing requirements in order to become a Tier 2 Technology Issuer.

Forward-Looking Information

There can be no assurance that the Proposed Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Resulting Issuer should be considered highly speculative.

Except for statements of historical fact, this material change report contains certain “forward-looking information” within the meaning of applicable securities law. In particular, forward-looking information in this material change report includes, but is not limited to, statements with respect to timing and completion of the Concurrent Financing and the Proposed Transaction.

In connection with the forward-looking information contained in this material change report, Metron has made numerous assumptions regarding, among other things: TSXV approval for planned transactions, and the ability to complete the transactions as contemplated herein. While Metron considers these assumptions to be reasonable, these assumptions are inherently subject to significant uncertainties and contingencies.

Additionally, there are known and unknown risk factors which could cause Metron’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein. Known risk factors include, among others: regulatory approval may not be obtained on a timely basis, or at all; general economic conditions in Canada, the United States and globally; industry conditions; unanticipated operating events; competition for and/or inability to retain services and inputs; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; changes in tax laws and incentive programs. A more complete discussion of the risks and uncertainties facing Metron is disclosed Metron's continuous disclosure filings with Canadian securities regulatory authorities at www.sedar.com. All forward-looking information herein is qualified in its entirety by this cautionary statement, and Metron disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51–102

Not applicable.

Item 7 Omitted Information

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

Item 8 Executive Officer

Gurminder Sangha
President and Chief Executive Officer
Telephone: (604) 375-6005

Item 9 Date of Report

November 18, 2019.