

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Zoomd Technologies Ltd. (formerly **DataMiners Capital Corp.**) (the “**Company**”)
25th Floor, 700 West Georgia Street
Vancouver, BC V7Y 1B3

Item 2. Date of Material Change

August 28, 2019

Item 3. News Release

Attached as Schedule “A” is a copy of the press release relating to the material change, which was disseminated on August 28, 2019 through Global Newswire and was subsequently filed on the System for Electronic Document Analysis and Retrieval.

Item 4. Summary of Material Change

On August 28, 2019, the Company announced that that it completed its previously announced acquisition (the “**Transaction**”) of all of the issued and outstanding securities of Zoomd Ltd. (“**Zoomd**”), as the Company’s “Qualifying Transaction” (as such term is defined in Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”). Subject to receiving final Exchange acceptance, the common shares of the Company (the “**Common Shares**”) are expected to resume trading on the Exchange on September 3, 2019 on a post-consolidated basis (following the consolidation of the Common Shares on a 2.5 for 1 basis) and under the new name “Zoomd Technologies Ltd.” with the trading symbol “ZOMD”. The Company also announced the conversion of the subscription receipts of Zoomd FinanceCo Ltd. (“**FinCo**”) issued in connection with the previously announced brokered and non-brokered private placement offering for aggregate gross proceeds of CDN\$8,385,990. Each subscription receipt was converted into one Common Share. In addition, FinCo completed a non-brokered private placement of 880,000 common shares for aggregate gross proceeds of CDN\$880,000. Pursuant to the Transaction, each common share of FinCo issued pursuant to the share offering has been exchanged for one Common Share.

In connection with the Transaction, the Company: (a) consolidated its issued and outstanding common shares on a 2.5 old common shares to 1 new common share basis; (b) changed its name to “Zoomd Technologies Ltd.”; and (c) appointed Brightman Almagor Zohar & Co., Certified Public Accountants, Firm Member of Deloitte Touch Tohmatsu Limited as the new auditors of the Company.

Pursuant to the Transaction, the Company acquired all of the outstanding shares of Zoomd and issued one Common Share to Zoomd's shareholders in exchange for each share of Zoomd so acquired (aggregate of 81,655,219 Common Shares).

Following closing of the Transaction, the incumbent directors and officers of the Company (other than Darryl Cardey in his capacity as a director) tendered their resignations and the board of directors of the Company is now comprised of the following individuals: Amit Bohensky (Chairman of the Board), Amnon Argaman, Alex Jurovitsky, Josef Mendelbaum and Darryl Cardey. In addition, (a) Ofer Eitan has been appointed as the Chief Executive Officer; and (b) Tsvika Adler has been appointed as the Chief Financial Officer and Corporate Secretary.

Item 5. Full Description of Material Change

For a full description of the material change, please see Schedule "A" attached hereto.

Full details of the Transaction and certain other matters are set out in the filing statement of the Company dated June 30, 2019 (the "**Filing Statement**"). A copy of the Filing Statement can be found under the Company's SEDAR profile on SEDAR at www.sedar.com.

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

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Ofer Eitan, Chief Executive Officer
Tel: +972-72-2200555

Item 9. Date of Report

August 30, 2019

SCHEDULE "A"
PRESS RELEASE
(see attached)

ZOOMD TECHNOLOGIES LTD.
ANNOUNCES COMPLETION OF QUALIFYING TRANSACTION

*NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES
OR FOR DISSEMINATION IN THE UNITED STATES*

Vancouver, British Columbia, August 28, 2019 – Zoomd Technologies Ltd. (formerly Dataminers Capital Corp.) (the “**Company**”) (TSXV: DMC.H) is pleased to announce that it has completed its previously announced Qualifying Transaction (the “**Transaction**”) with Zoomd Ltd. (“**Zoomd**”) as well as the conversion of the subscription receipts (the “**Subscription Receipts**”) of Zoomd FinanceCo Ltd. (“**FinCo**”) issued in connection with the previously announced a brokered and non-brokered private placement offering of CDN\$8,385,990 (the “**Offering**”). The Company also announces the completion of a non-brokered private placement of common shares of FinCo for additional gross proceeds of CDN\$880,000 (the “**Share Offering**”). The syndicate of agents (the “**Agents**”) for the brokered portion of the Offering was co-led by Haywood Securities Inc. and Eight Capital and included Paradigm Capital Inc.

The Transaction, which constitutes the Company’s “Qualifying Transaction” (as such term is defined in Policy 2.4 of the TSX Venture Exchange (the “**TSXV**”) Corporate Finance Manual), was completed by way of a merger pursuant to which Dotima, a wholly owned Israeli subsidiary of the Company, merged with Zoomd to form a newly merged company (“**Amalco**”), which now holds Zoomd’s assets as a wholly-owned Israeli subsidiary of the Company. Amalco shall operate under the name “Zoomd Ltd.”.

In connection with the Transaction, Zoomd and the Company have satisfied the escrow release conditions of the Offering. The escrowed funds, net of the outstanding cash commission and expenses payable to the Agents (equal to approximately CDN\$6,214,655.89) has been released to and as directed by the Company.

In connection with the Transaction, the Company: (a) consolidated its issued and outstanding common shares on a 2.5 old common shares to 1 new common share basis (the “**Consolidation**”); (b) changed its name to “Zoomd Technologies Ltd.”; and (c) appointed Brightman Almagor Zohar & Co., Certified Public Accountants, Firm Member of Deloitte Touch Tohmatsu Limited as the new auditors of the Company.

Pursuant to the Transaction, the Company acquired all of the outstanding shares of Zoomd and issued one common share of the Company (each, a “**Resulting Issuer Share**”) to Zoomd’s shareholders in exchange for each common share of Zoomd so acquired (aggregate of 81,655,219 common shares).

Immediately prior to the completion of the Transaction, Zoomd had 81,655,219 shares issued and outstanding including 1,927,053 shares issued to holders of 2,824,749 warrants of Zoomd, 1,711,957 of which were exercised on a cashless basis. Following the exercises, Zoomd has no warrants remaining outstanding.

Upon completion of the Transaction and as an integral part thereof, all the 81,655,219 issued shares to the former shareholders of Zoomd are being held by Altshuler Shaham Trusts Ltd., a

designated trustee (the “**Trustee**”) as required under the tax pre-ruling granted (the “**Tax Ruling**”) by the Israeli Tax Authorities (the “**ITA**”) to Zoomd and its shareholders. The purpose of this trust arrangement is to comply with the terms of the Tax Ruling which enables each shareholder to postpone the tax event as a result of the exchange of shares upon the completion of the Transaction to a later date, and therefore the shares are held in trust with the Trustee in order to ensure the future tax payments to the ITA. The voting rights of the shares held in trust will remain in the control of the shareholders, and the Trustee will disseminate the information from the Company to such shareholders. In the event a shareholder desires to dispose any of its shares, it must inform the Trustee in writing of such desire and the Trustee will perform the sale of such shares through a broker, and allocate the proceeds of such sale between the ITA and such shareholder, based on the tax status of such shareholder.

Upon completion of the Transaction (after giving effect to the conversion of the Subscription Receipts and the Share Offering), the Company has 93,230,209 shares issued and outstanding, with approximately 87.58% held by former Zoomd shareholders and approximately 0.56% held by former Dataminers shareholders, on an undiluted basis.

The Company has received conditional approval for the Transaction from the TSXV and its common shares are expected to commence trading on the TSXV under the ticker symbol “ZOMD” at the commencement of trading on Tuesday, September 3, 2019.

Following closing of the Transaction, the incumbent directors and officers of the Company (other than Darryl Cardey in his capacity as a director) tendered their resignations and the board of directors of the Company is now comprised of the following individuals: Amit Bohensky (Chairman of the Board), Amnon Argaman, Alex Jurovitsky, Josef Mendelbaum and Darryl Cardey. In addition, (a) Ofer Eitan has been appointed as the Chief Executive Officer; and (b) Tsvika Adler has been appointed as the Chief Financial Officer and Corporate Secretary.

Full details of the Transaction and certain other matters are set out in the filing statement of the Company dated June 30, 2019 (the “**Filing Statement**”). A copy of the Filing Statement can be found under the Company’s SEDAR profile on SEDAR at www.sedar.com.

In connection with the Transaction, Goodmans LLP is acting as Canadian legal counsel to Zoomd and FinCo, Doron, Tikotsky, Kantor, Gutman, Nass, Amit Gross & Co. is acting as Israeli counsel to Zoomd, McMillan LLP acted as legal counsel to Dataminers Capital Corp. and Borden Ladner Gervais LLP is acting as legal counsel to the Agents.

Conversion of Subscription Receipts and Escrow Release

As previously announced, FinCo completed the Offering for gross proceeds of CDN\$8,385,990. In connection with the closing of the Transaction, the 8,385,990 Subscription Receipts issued pursuant to the Offering were automatically converted into 8,385,990 common shares of FinCo. Pursuant to the Transaction, each common share of FinCo that was issued on conversion of the Subscription Receipts has been exchanged for one Resulting Issuer Share.

In addition, FinCo completed a non-brokered private placement of common shares for aggregate gross proceeds of CDN\$880,000. Pursuant to the Transaction, each common share of FinCo issued pursuant to the share offering has been exchanged for one Resulting Issuer Share.

Filing Statement Disclosure Update

The Filing Statement contemplated a concurrent financing (referred to in the Filing Statement as the Zoomd Private Placement) resulting in the issuance of 7,800,000 Subscription Receipts for aggregate gross proceeds of CDN\$7,800,000. Instead, the Zoomd Private Placement, which includes the Offering and Share Offering (collectively, “**Zoomd Private Placement**”), resulted in the issuance of 8,385,990 Subscription Receipts and 880,000 common shares of FinCo for aggregate gross proceeds of CDN\$9,265,990.

In connection with the Transaction, A-Labs Finance and Advisory Ltd. (“**A-Labs**”) provided consulting services and received a cash fee equal to CDN\$360,000 and 310,000 Resulting Issuer Shares as compensation for such services.

In connection with the brokered portion of the Offering, the Agents received a cash commission equal to CDN\$458,080 and 458,080 broker warrants (each, a “**Broker Warrant**”). Each Broker Warrant is exercisable to acquire one Resulting Issuer Share at CDN\$1.00 per share until August 20, 2021.

In addition, in connection with the Zoomd Private Placement, certain finders received CDN\$265,000 in cash commission and 265,000 finders’ options (the “**Finders’ Options**”) on identical terms as the Broker Warrants.

The below consolidated capitalization table of the Resulting Issuer replaces the consolidated capitalization disclosure contained in the Filing Statement:

	Number and Percentage of Securities After Giving Effect to the Business Combination⁽¹⁾
DataMiners Shares issued and outstanding	524,000 (0.56%)
Shares issued to Zoomd Shareholders (excluding holders of Zoomd Subscription Receipts) pursuant to the Business Combination ²	81,655,219 (87.58%)
Shares issued to the holders of Zoomd Subscription Receipts	8,385,990 (8.99%)
Shares issued to the holders of Zoomd FinanceCo Ltd. Common Shares ⁽³⁾	880,000 (0.94%)
Resulting Issuer Shares issued as a finder’s fee in connection with the Completion of the Business Combination ⁽⁴⁾	1,475,000 (1.58%)
Resulting Issuer Shares issued to A-Labs in connection with the completion of the Business Combination ⁽⁵⁾	310,000 (0.33%)
Total Non- Diluted Resulting Issuer Shares	93,230,209 (100.00%)

Notes:

- (1) The percentages are on an undiluted basis.
- (2) Includes the conversion of all outstanding convertible debt and exercise of 2,824,749 Zoomd Warrants into 1,927,053 Zoomd Shares (2,609,653 Zoomd Warrants were exercised into 1,711,957 Zoomd Shares on a cashless basis and the remaining 215,096 Zoomd Warrants were exercised on a cash basis into 215,096 Zoomd Shares).
- (3) Two purchasers has subscribed for an aggregate of 880,000 Zoomd FinanceCo Ltd. Common Shares on the condition that the Business Combination closes. The private placement will close simultaneously with the Business Combination.
- (4) Represents a finder's fee payable to an arm's length third party in connection with the completion of the Business Combination.
- (5) Represents a share based fee (of the Resulting Issuer).

About Zoomd Technologies Ltd.

The Company, through its wholly-owned Israeli subsidiary Zoomd Ltd., has developed a proprietary patented technology for leveraging internet onsite search for increased monetization and engagement for publishers; and better management of digital advertising focusing on mobile app user acquisition, for media agencies and advertisers. Zoomd has global operations and provides services to top tier brands such as Poker Stars, 90min, Shein, eToro and Bwin.

Zoomd provides its customers with the following platforms:

- For advertisers - mobile app user acquisition and engagements, including automated media buying based on rules, guidelines, fraud detection, cap and key performance indicators.
- For publishers - SaaS (Software as a Service) based search engine for publisher's sites based on a shared revenue model. Zoomd creates new 'real-estate' on the publisher's website, it monetizes it and splits the income with the publisher

Zoomd's SaaS search engine that directs publishers is fully developed. Most of Zoomd's development efforts are focused on data collection development methods and engine improvements considering monetization benefits and additional features. The Zoomd's product for advertisers has also been completed and is already in a production mode. New versions including improvement and upgrading with additional functionality, based on cumulative market experience, are being added on a regular basis.

For more information, please contact:

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

This news release contains forward-looking statements relating to the timing of trading of the Resulting Issuer Shares, the future operations of the Resulting Issuer and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding the business, operations, future plans and objectives of the Company are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include final approval of the TSXV of the Transaction, compliance with extensive government regulation, the general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; the results of operations and such other matters as set out in the Filing Statement available on the Company's profile on SEDAR at www.sedar.com. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Investors are cautioned that forward-looking information is not based on historical facts but instead reflects management's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.