

## Form 51 – 102F3

### Material Change Report

#### 1. Name and Address of Company

Fieldex Exploration Inc. (“**Fieldex**”)  
139 Québec Avenue  
Suite 202  
Rouyn-Noranda, Québec  
J9X 6M8

#### 2. Date of Material Change

November 28, 2019.

#### 3. News Release

Fieldex issued a news release with respect to the material change described below on November 29, 2019 via CNW Telbec.

#### 4. Summary of Material Change

On November 29, 2019 Fieldex announces the termination of the Business Combination Agreement dated May 24, 2019, as amended, between Fieldex and Copeland Biosciences Corp. (“**Copeland Biosciences**”) and of the Amalgamation Agreement dated as of May 24, 2019, as amended, among Fieldex, Copeland Biosciences and 1209908 B.C. Ltd., a wholly-owned subsidiary of Fieldex incorporated for the purposes of completing the proposed reverse take-over of Fieldex by Copeland Biosciences.

#### 5. Full Description of Material Change

##### 5.1 Full Description of Material Change

On November 29, 2019 Fieldex announces the termination of the Business Combination Agreement dated May 24, 2019, as amended, between Fieldex and Copeland Biosciences and of the Amalgamation Agreement dated as of May 24, 2019, as amended, among Fieldex, Copeland Biosciences and 1209908 B.C. Ltd., a wholly-owned subsidiary of Fieldex incorporated for the purposes of completing the proposed reverse take-over of Fieldex by Copeland Biosciences (the “**Reverse Take-over**”). The Business Combination Agreement and Amalgamation Agreement were terminated due to the failure by Copeland Biosciences to raise the minimum financing required as a closing condition for the Reverse Take-over.

As a result of the termination of the two agreements, Fieldex will not proceed with the Reverse Take-over. Fieldex will focus on finding other opportunities to increase shareholder value. In addition, none of the resolutions relating to the Reverse Take-over approved by Fieldex shareholders at the annual and special meeting held on August 5, 2019 will be carried out, including the change of Fieldex's corporate name to “Copeland Biosciences Corp”, the change of the province in Canada where the registered office of Fieldex is located from Québec to Ontario, the voluntary delisting of the common shares of Fieldex from the TSX Venture Exchange (“TSXV”) and the

listing of the common shares of Fieldex on the Canadian Securities Exchange. There is no penalty receivable or payable by Fieldex in connection with the termination of the Reverse Take-over.

Trading in Fieldex's shares was halted on June 6, 2017 in accordance with the policies of TSXV. Given the termination of the Business Combination Agreement and Amalgamation Agreement, Fieldex will file an application with the TSXV to request that trading of its common shares resume. Fieldex will confirm in press release the date, if any, on which trading in its common shares will resume on the TSXV.

**5.2 Disclosure required for a “Restructuring Transaction”**

Not applicable.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

Not applicable.

**8. Executive Officer**

The executive officer who can answer questions regarding this report is Mr. Martin Dallaire, President of Fieldex. Mr. Dallaire can be reached at (819) 762-0609.

**9. Date of Report**

December 3, 2019.