

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Wolf Acquisition Corp. (the “**Company**”)
20 Blue Jays Way
Toronto, Ontario M5V 3W6

2. Date of Material Change

October 5, 2018

3. News Release

A press release disclosing the material change was issued by the Company through Marketwired on October 5, 2018 and subsequently filed on www.sedar.com.

4. Summary of Material Change

The Company entered into a binding letter agreement dated October 5, 2018 with Abaxx Technologies Inc. to effect a business combination of the two companies.

5. Full Description of Material Change

The Company entered into a binding letter agreement dated October 5, 2018 (the “**Letter Agreement**”) with Abaxx Technologies Inc. (“**Abaxx**”) to effect a business combination of the two companies (the “**Proposed Transaction**”).

Abaxx is a financial technology company developing and deploying smart contract applications and protocols for emerging trading platforms and exchanges. Abaxx also invests capital in exchange for equity and royalties in new ventures enabled by its technology.

It is currently anticipated that the Proposed Transaction will be effected by way of a three-cornered amalgamation, share exchange, merger, amalgamation, arrangement or other similar form of transaction as is acceptable to the parties.

Pursuant to the Proposed Transaction, the holders of the issued and outstanding common shares of Abaxx (the “**Abaxx Common Shares**”) shall receive one common share of the Company (the “**Wolf Common Shares**”) for each Abaxx Common Share held (as presented on a post-Consolidation basis) (the “**Exchange Ratio**”). Pursuant to the Proposed Transaction, all existing options, warrants or other securities convertible into Abaxx Common Shares shall be exchanged, based on the Exchange Ratio, for similar securities to purchase Wolf Common Shares on substantially similar terms and conditions.

On or immediately prior to the completion of the Proposed Transaction, it is anticipated that: (i) the Company will effect a name change to such name as may be determined by Abaxx; and (ii) the Company will consolidate the Wolf Common Shares on the basis of one “new” Wolf Common Share for every 2.71605 “old” Wolf Common Shares issued and outstanding (the “**Consolidation**”).

If the Proposed Transaction is completed, it is anticipated that the board of directors of the Company shall be reconstituted to consist of such directors as the Company and Abaxx shall determine, subject to the minimum residency requirements of the *Business Corporations Act* (Ontario), and all existing officers of the Company shall resign and be replaced with officers appointed by the new board of directors. Abaxx may complete a financing in connection with the Proposed Transaction prior to closing.

Trading in the Wolf Common Shares has been halted as a result of the announcement of the Proposed Transaction. Wolf expects that trading in the Wolf Common Shares will remain halted pending closing of the Proposed Transaction, subject to the earlier re-commencement of trading only upon Exchange approval and the filing of required materials with the Exchange as contemplated by Exchange policies.

The obligations of the Company and Abaxx pursuant to the Letter Agreement shall terminate in certain specified circumstances, including in the event that the Proposed Transaction is not completed by March 31, 2019.

Completion of the Proposed Transaction is subject to a number of conditions including, but not limited to, the parties entering into a definitive agreement (such agreement to include representations, warranties, conditions and covenants typical for a transaction of this type), Exchange acceptance and, if applicable pursuant to Exchange requirements, shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Mack Hosseinian, Corporate Secretary of the Company, (416) 597-6033.

9. Date of Report

October 9, 2018