

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

1. **Name and Address of Company**

POCML 6 Inc. (the "**Company**")  
Suite 2210, 130 King Street West  
Toronto, Ontario M5X 1E4

2. **Date of Material Change**

April 6, 2021

3. **News Release**

A press release disclosing the material change was released on April 6, 2021, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company announced that it completed an initial public offering (the "**Offering**") in British Columbia, Alberta and Ontario of 2,800,000 common shares ("**Common Shares**") in the capital of the Company at a price of \$0.10 per common share for gross proceeds of \$280,000. Following the closing of the Offering, a total of 11,000,000 Common Shares were issued and outstanding, of which, 8,200,000 are currently held in escrow pursuant to the policies of the TSX Venture Exchange (the "**TSXV**").

The net proceeds of the Offering, together with the proceeds from prior sales of Common Shares will be used by the Company to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under the capital pool company program of the TSXV.

5. **Full Description of Material Change**

The Company announced that it completed an initial public offering (the "**Offering**") in British Columbia, Alberta and Ontario of 2,800,000 common shares ("**Common Shares**") in the capital of the Company at a price of \$0.10 per common share for gross proceeds of \$280,000. Following the closing of the Offering, a total of 11,000,000 Common Shares were issued and outstanding, of which, 8,200,000 are currently held in escrow pursuant to the policies of the TSX Venture Exchange (the "**TSXV**").

The net proceeds of the Offering, together with the proceeds from prior sales of Common Shares will be used by the Company to identify and evaluate assets or businesses for acquisition with a view to completing a "Qualifying Transaction" under the capital pool company program of the TSXV.

iA Private Wealth Inc. (the "**Agent**") acted as agent for the Offering. In connection with the Offering, the Company granted to the Agent options to acquire up to an aggregate of 196,000 Common Shares at a price of \$0.10 per share for a period of 24 months from the date the Common Shares are listed on the TSXV. In connection with the Offering, the Agent also received a commission of \$19,600, representing 7% of the aggregate gross proceeds of the Offering.

At the closing of the Offering, the Company also granted stock options (the "**Options**") to directors and officers of the Company to acquire up to an aggregate of 1,100,000 Common Shares. The Options may be exercised any time prior to April 6, 2026 at a price of \$0.10 per share.

The current directors and officers of the Company are Pat DiCapo, David D'Onofrio and Adam Parsons.

The Common Shares commenced trading on the TSXV under the stock symbol "POCC.P" starting April 6, 2021.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, contact David D'Onofrio, Director of the Company at (416) 643-3880.

9. **Date of Report**

April 9, 2021.

**Cautionary Statement Regarding Forward-Looking Information**

This material change report includes certain statements that may be deemed to be "forward-looking statements". All statements in this material change report, other than statements of historical fact, that address events or developments that management of the Company expect, are forward-looking statements. Actual results or developments may differ materially from those in forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, save and except as may be required by applicable securities laws.