

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 Name and Address of Company

RMR Science Technologies Inc.
4 – 3300 157A St
Surrey, British Columbia V3Z 2P2

Item 2 Date of Material Change

December 21, 2021.

Item 3 News Release

A press release attached as Schedule “A” was disseminated through the facilities of Newswire on December 23, 2021.

Item 4 Summary of Material Changes

On December 23, 2021, the Company announced that it had entered into a definitive amalgamation agreement dated December 21, 2021 with Turnium Technology Group, Inc. (“**TTGI**”) to effect a business combination (the “**Business Combination**”) which is intended to be a Qualifying Transaction (“**QT**”) of RMR pursuant to TSX Venture Exchange Policy 2.4. The Business Combination has been structured as a three-cornered amalgamation pursuant to which a wholly owned subsidiary of RMR, 1333633 B.C. Ltd., and TTGI will amalgamate pursuant to the provisions of the *Business Corporations Act* (British Columbia) and the amalgamated corporation will become a wholly-owned subsidiary of RMR, which will be renamed TTGI OpCo Inc.

The Company also announced that further to its press release dated November 19, 2021, RMR has determined not to grant stock options as set out in such press release and will address the granting of the stock options with the approval of the QT.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the press release attached as Schedule “A”.

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

Not applicable.

Item 8 Executive Officer

Robin Hutchison
Chief Executive Officer, President and Director
(604) 644-1232
rbhutch@me.com

Item 9 Date of Report

This report is dated December 30, 2021.

Schedule “A”

See Attached

RMR Science Technologies Inc. Announces Amalgamation Agreement with Turnium Technology Group, Inc.

NOT FOR DISTRIBUTION TO U.S. NEWS SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Vancouver, British Columbia, December 23, 2021 – RMR Science Technologies Inc. (TSXV: RMS.P) ("RMR" or the "Company") announces that it has entered into a definitive amalgamation agreement dated December 21, 2021 with Turnium Technology Group, Inc. ("TTGI") to effect a business combination (the "**Business Combination**") which is intended to be a Qualifying Transaction ("**QT**") of RMR pursuant to TSX Venture Exchange (the "**TSXV**") Policy 2.4. The Business Combination has been structured as a three- cornered amalgamation pursuant to which a wholly owned subsidiary of RMR, 1333633 B.C. Ltd., and TTGI will amalgamate pursuant to the provisions of the *Business Corporations Act* (British Columbia) and the amalgamated corporation will become a wholly-owned subsidiary of RMR, which will be renamed TTGI OpCo Inc.

Pursuant to the Business Combination, RMR will consolidate its issued and outstanding Class "A" Common Shares on the basis of one (1) post-consolidation Class "A" Common Share for every five (5) pre-consolidation Class "A" Common Shares and shareholders of TTGI will receive one (1) Class "A" Common Share of RMR (post-consolidation) for each common share of TTGI, including common shares issued by TTGI pursuant to the Concurrent Financing (as hereinafter defined). TTGI currently has 57,693,234 common shares issued and outstanding. Shareholders of RMR approved the share consolidation by way of special resolution at RMR's Annual General and Special Meeting of shareholders (the "**AGSM**") held on December 21, 2021.

At the AGSM, shareholders of RMR also approved, subject to the QT closing, the adoption of new Articles for RMR, a 20% fixed stock option plan, and the election of Johan Arnet, Derek Spratt, Ralph Garcea, Jim Lovie, Evelyn Bailey and Peter Green as directors. Robin Hutchison, Michael Hutchison, Ralph Garcea and Vassilios Mitoulas were elected to serve as directors of RMR until completion of the QT.

TTGI intends to raise a minimum of \$6,000,000 and a maximum of \$8,000,000 (the "**Concurrent Financing**") through the issuance of subscription receipts at a price of \$0.56 per subscription receipt. Each subscription receipt will automatically convert into one unit of TTGI immediately prior to closing of the Business Combination upon satisfaction of certain escrow release conditions. Each unit will consist of one common share and one-half of one common share purchase warrant, each warrant entitling the holder to purchase one common share at a price of \$0.75 per share for a period of two years from closing of the Concurrent Financing. Based on the 1:1 exchange ratio (post-consolidation), on closing of the Business Combination a minimum of 10,714,286 RMR Class "A" Common Shares and 5,357,143 share purchase warrants of RMR, and a maximum of 14,285,715 RMR Class "A" Common Shares and 7,142,857 share purchase warrants of RMR, would be issued to subscribers under the Concurrent Financing.

TTGI's obligation to close the Business Combination is subject to, among other things, the following conditions precedent for its benefit:

- The Concurrent Financing completing on or before the date of closing of the Business Combination;
- and

- RMR's representations and warranties in the definitive agreements being true, and RMR meeting its terms and conditions and completing its covenants and obligations as contained in the definitive agreements.

RMR's obligation to close the Business Combination is subject to, among other things, the following conditions precedent for its benefit:

- TTGI's representations and warranties in the definitive agreements being true, and TTGI meeting its terms and conditions and completing its covenants and obligations as contained in the definitive agreements.

The obligation of each of the parties to close the Business Combination is subject to, among other things, the following conditions precedent for their mutual benefit:

- All necessary approvals for the Business Combination having been obtained from their respective boards and shareholders;
- The Business Combination shall have closed on or before January 31, 2022; and
- The acceptance for filing of the TSXV and any other necessary regulatory approvals for the Business Combination having been obtained.

Further details in respect of the Business Combination are set out in RMR's news release dated August 19, 2021.

Stock Options

Further to press release of RMR dated November 19, 2021, RMR has determined not to grant stock options as set out in such press release and will address the granting of the stock options with the approval of the QT.

All information contained in this press release with respect to RMR and TTGI was supplied by the respective parties, for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

About Turnium Technology Group Inc.

TTGI was formed under the *Business Corporations Act* (British Columbia) on October 1, 2020 by the amalgamation of five corporations (Multapplied Networks Inc. – incorporated in April 2012; Turnium Technology, Ltd. – incorporated in January 2017; Plait Networks Ltd. – incorporated in July 2016; MNI Investment Holdings Ltd. – incorporated in October 2012; and Turnium Technology Group Inc. – incorporated in February 2019). TTGI has clients in Canada, the USA, Mexico, Brazil, the UK, Germany, other parts of Europe, South Africa, the Middle East, Asia and Australia. TTGI delivers its software-defined wide area networking (SD-WAN) solution as a managed cloud-native service and as a licensed OEM white label software platform. Turnium's managed SD-WAN is available direct to enterprises and through its enterprise partner channel of Managed Service Providers and industry vertical specific Value-Added Resellers. Turnium's white-label SD-WAN software platform is available through a global Channel Partner program that enables Internet and Managed Service Providers and Telecommunications Service Providers to offer, host, and control their own branded SD-WAN offering quickly and easily. For more information, contact sales@ttgi.io.

About SD-WAN

SD-WAN is revolutionizing the networking and telecommunications industry by virtualizing secure, high-speed networking and abstracting network control from the underlying physical circuits. SD-WAN frees enterprises, small-medium businesses, cloud and managed services providers from the constraints imposed by traditional telecommunications companies.

About RMR Science Technologies Inc.

RMR is designated as a Capital Pool Company under Exchange Policy 2.4. RMR has not commenced commercial operations and has no assets other than cash. RMR's objective is to identify and evaluate businesses or assets with a view to completing a QT. Any proposed QT must be approved by the Exchange and, in the case of a Non-Arm's Length QT, must also receive majority approval of the minority shareholders. Until the completion of a QT, RMR will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a proposed QT.

Exchange Advisory

Completion of the QT is subject to a number of conditions, including but not limited to, TSXV acceptance and, if applicable pursuant to the requirements of the TSXV, majority of the minority shareholder approval. Where applicable, the QT 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.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the QT, any information released or received with respect to the QT may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the QT and has neither approved nor disapproved the contents of this press release.

A comprehensive news release containing the disclosure required by TSXV Policy 2.4 will be disseminated subsequently to this release. Trading in the securities of RMR has been halted and is expected to remain halted in accordance with the requirements of TSXV Policy 2.4.

For further information please contact:

Rob Hutchison, President
Telephone: 1 (604) 644-1232

CAUTIONARY NOTES

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

Forward-Looking Information

This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or state that certain acts, events or results "may", "could", "would", "might"

or "will be taken", "occur" or "be achieved". Forward-looking information in this press release may include, without limitation, statements with respect to the completion of the Business Combination, the completion of the Concurrent Financing, the consolidation of the RMR Class "A" Common Shares, the satisfaction of certain escrow release conditions in connection with the closing of the Business Combination, and the terms, conditions and completion of the Business Combination. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company, as the case may be, to be materially different from those expressed or implied by such forward-looking information. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information 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 information. Actual results and developments may differ materially from those contemplated by these statements depending on, among other things, the risks that the parties will not proceed with the Business Combination and associated transactions or the Concurrent Financing, that the ultimate terms of the Business Combination and associated transactions will differ materially from those that are currently contemplated, and that the Business Combination, Concurrent Financing and associated transactions will not be successfully complete for any reason (including failure to obtain the required approvals or clearances from regulatory authorities). The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.