

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

**Item 1. Name and Address of Company**

01 Quantum Inc.  
789 Don Mills Road, Suite 700  
Toronto, Ontario, M3C 1T5

**Item 2. Date of Material Change**

October 3, 2025

**Item 3. News Releases**

A press release in the form of Schedule "A" attached hereto was disseminated on October 3, 2025 via Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**Item 4. Summary of Material Change**

01 Quantum Inc. (TSXV: ONE) (OTCQB: OONEF) (the "**Company**") announced the closing of its previously announced equity financing of 4,892,499 units (the "**Units**"), led by Hampton Securities Limited, at an issue price of \$0.48 per Unit for gross proceeds of \$2,348,399.52 (the "**Offering**").

The Company intends to use the net proceeds from the Offering to advance its product development initiatives, expand its product development and sales and marketing teams, accelerate commercialization efforts of its technology and commercial applications, and general working capital needs.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

See Schedule "A" attached.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The report is not being filed on a confidential basis.

**Item 7. Omitted Information**

No significant facts have been omitted from this report.

**Item 8.**        **Executive Officer**

Brian Stringer  
Chief Financial Officer  
01 Quantum  
(905) 795-2888 x204  
[Brian.stringer@01com.com](mailto:Brian.stringer@01com.com)

**Item 9.**        **Date of Report**

This report is dated this 6<sup>th</sup> day of October, 2025.

## SCHEDULE "A"



### **01 Quantum Announces Closing of \$2.35 Million Financing**

**Toronto, Ontario - (Newsfile Corp. - October 3, 2025)** - 01 Quantum Inc. (TSXV: ONE) (OTCQB: OONEF) ("01 Quantum" or the "Company"), one of the first-to-market, enterprise level cybersecurity providers for the quantum computing era, is pleased to announce the closing of its previously announced equity financing of 4,892,499 units (the "Units"), led by Hampton Securities Limited ("Hampton"), at an issue price of \$0.48 per Unit (the "Offering Price") for gross proceeds of \$2,348,399.52 (the "Offering").

Each Unit consists of one common share of the Company (each a "Common Share") and one-half of one Common Share purchase warrant of the Company (each full warrant, a "Warrant" and collectively the "Warrants"). Each Warrant is exercisable at \$0.75 for a period of thirty-six (36) months from the closing of the Offering.

"This financing strengthens our balance sheet and provides the necessary capital to pursue our strategic roadmap," said Andrew Cheung, CEO of 01 Quantum "With a solid financial foundation, we are expanding our product development and sales and marketing capabilities to drive engagement with key stakeholders. As quantum computing advances, we remain focused on building the secure communications infrastructure that will underpin trust in the quantum era."

The Company relied on Part 5A of National Instrument 45-106 - *Prospectus Exemptions*, as amended by Coordinated Blanket Order 45-935 - *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption*, for the issuance of Units pursuant to the Offering and as such the securities underlying the Units are not subject to resale restrictions.

Hampton acted as the sole agent on the Offering which was completed on a commercially reasonable efforts basis. As consideration for its services, the Agent received a cash fee equal to 7% of the gross proceeds of the Offering. In addition, the Company issued to the Agent 342,475 compensation options (the "Compensation Options"). Each Compensation Option entitles the Agent to purchase one Common Share at the Offering Price for a period of thirty-six (36) months from the closing of the Offering. The Compensation Options are non-transferable and the securities issued on exercise of the Compensation Options are subject to a hold period that expires four months and one day after issuance.

The Company intends to use the net proceeds from the Offering to advance its product development initiatives, expand its product development and sales and marketing teams, accelerate commercialization efforts of its technology and commercial applications, and general working capital needs as further described in the Offering Document (as defined below).

Pursuant to the Offering, the Company issued 200,000 Units to Tyson Macaulay, a director of the Company, who is considered to be a "related party" (within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101")), making the Offering a

"related party transaction" (within the meaning of MI 61-101) (the "Related Party Subscription"). The Company was exempt from obtaining a formal valuation for, and minority approval of, the Related Party Subscription pursuant to Section 5.5(b) and 5.7(1)(a) of MI 61-101, respectively. The material change report to be filed in connection with the Offering will be filed less than 21 days prior to the closing of the Offering. The shorter period was necessary in order to permit the Company to close the Offering in a timeframe consistent with usual market practice for transactions of this nature.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration requirements is available.

### **About 01 Quantum**

01 Quantum Inc., formerly 01 Communique Laboratory Inc., (TSXV: ONE) (OTCQB: OONEF), is known for its innovative work in post-quantum cybersecurity and remote access solutions. The Company's cyber security business unit focuses on post-quantum cybersecurity with the development of its IronCAP™ product line. IronCAP™s technologies are patent-protected in the U.S.A. by its patents #11,271,715 and #11,669,833. The Company's remote access business unit provides its customers with a suite of secure remote access services and products under its I'm InTouch and I'm OnCall product offerings. For more information, visit the Company's web site <https://01quantuminc.com> | <https://01com.com> and follow us on our blog at <https://blog.01com.com/wp>.

### **Cautionary Note Regarding Forward-looking Statements.**

Certain statements in this news release may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of 01 Quantum to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in this news release, such statements use such words as "may", "will", "expect", "believe", "feel", "plan", "intend", "are confident" and other similar terminology. Such statements include statements regarding the use of proceeds of the Offering. These statements speak only as of the date of this news release. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, developments that may impact the how the proceeds of the Offering are used, as well as the factors discussed under "Risk and Uncertainties" in 01 Quantum's Management, Discussion and Analysis document filed on SEDAR+. Although the forward-looking statements contained in this news release are based upon what management of 01 Quantum believes are reasonable assumptions, 01 Quantum cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this news release, and 01 Quantum does not assume any obligation to update or revise them to reflect new events or circumstances, except as required by applicable laws.

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

**INVESTOR CONTACT:**

Brian Stringer  
Chief Financial Officer  
01 Quantum  
(905) 795-2888 x204  
[Brian.stringer@01com.com](mailto:Brian.stringer@01com.com)

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