

FORM 51-102F3
MATERIAL CHANGE REPORT
OF CANADA COMPUTATIONAL UNLIMITED CORP.

Item 1. Name and Address of Company

Canada Computational Unlimited Corp.
66 Wellington Street West, Suite 5300
Toronto, Ontario, M5K 1E6.

Item 2. Date of Material Change

September 29, 2021

Item 3. News Releases

A press release in the form of Schedule "A" attached hereto was disseminated on September 29, 2021 via Newsfile Corp. and subsequently filed on the System for Electronic Document Analysis and Retrieval (www.sedar.com).

Item 4. Summary of Material Change

Repayment of the BTC Loan Agreements

On September 29, 2021, Canada Computational Unlimited Corp. (the “**Corporation**”) completed the early repayment of the BTC Loan Agreements (as such term is defined herein), which were repayable in bitcoins (“**BTC**”), of Canada Computational Unlimited Inc. (“**CCU**”), a wholly owned subsidiary of the Corporation.

Description of the BTC Loan Agreements

On June 30, 2019, CCU entered into bitcoin loan agreements (the “**BTC Loan Agreements**”) pursuant to which it borrowed a total of 118.4743 BTC from eight shareholders of CCU: Romain Nouzareth, Mathieu Nouzareth, Julien Romanetto, Frédéric Montagnon and four other arm’s length shareholders of CCU (collectively, the “**Lenders**”).

The BTC Loan Agreements provided CCU the ability to elect to repay in BTC according to pre-established phases as described in the BTC Loan Agreements:

Early Repayment Phases

Phase 1: Each month until the mining equipment is connected, the Borrower will pay each Lender 0.075 BTC.

Phase 2: From the time the mining equipment is operational until the Borrower has repaid each Lender 3 BTC, the Borrower will pay to such Lender 85% of the BTC created using the mining equipment, less the electricity costs and the pool costs (1%) (the “**Contribution Margin**”).

Phase 3: For 18 months after the end of Phase 2, repayment of 50% of the Contribution Margin.

No security was granted by CCU on any of its assets in connection with the BTC Loan Agreements, nor are there any securities of CCU or the Corporation to be issued in repayment of the BTC Loan Agreements.

Repayment of the BTC Loan Agreements

CCU made all payments required under Phase 1 of the BTC Loan Agreements until connection of the mining equipment. On September 29, 2021, CCU and the Lenders agreed to proceed with the early repayment of all outstanding indebtedness under the BTC Loan Agreements and the payment of all other amounts owed to the Lenders pursuant to Phase 2 and Phase 3 of the BTC Loan Agreements (the “**Early Repayment**”). The Corporation and CCU decided to proceed to the Early Repayment in order to reduce the Corporation’s indebtedness and free mining capacity for other purposes. As of the date of the Early Repayment, a total of 12.1643 BTC were still outstanding and owed to the Lenders by CCU, representing an aggregate amount of C\$641,123. CCU proceeded to the repayment in Bitcoins of amounts equivalent to C\$27,044 to Romain Nouzareth, C\$11,789 to Mathieu Nouzareth, C\$214,340 to Julien Romanetto, C\$324,531 to Frédéric Montagnon and C\$63,418 to four other arm’s length shareholders of CCU. Dollar amounts in this Material Change Report are based on the price of BTC as of September 29, 2021 for an amount of US\$41,286, as indicated on Yahoo Finance

The result of the Early Repayment is that CCU has no further indebtedness under the BTC Loan Agreements. The payment of the balance was made in BTC and resulted in a gain of settlement of debt of an estimated amount of C\$77,000.

Related-party Transaction

Pursuant to the BTC Loan Agreements, Romain Nouzareth, Mathieu Nouzareth, Frédéric Montagnon and Julien Romanetto initially each loaned to CCU 5 BTC, 2.18 BTC, 60 BTC and 39.64 BTC, respectively.

Romain Nouzareth, Mathieu Nouzareth, Julien Romanetto and Frédéric Montagnon are shareholders and insiders of the Corporation and constitute related parties, as such term is defined under applicable Canadian securities law. The Early Repayment constitutes a related party transaction pursuant to Multilateral Instrument 61-101 – Protection of Minority Securityholders in Special Transactions (“**MI 61-101**”). The Early Repayment of the BTC Loan Agreements is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as the amounts repaid to related parties are below 25% of the Corporation’s market capitalization. The Early Repayment was approved by the Board of Directors of the Corporation on September 28, 2021. The Corporation did not file a material change report 21 days prior to the date of the Early Repayment of the BTC Loan Agreements as the intention of the Corporation to accelerate the payment had not been confirmed at that time.

Romain Nouzareth beneficially owns or controls 11,079,552 shares of the Corporation, representing approximately 17.39% on an undiluted basis and 15.48% on a fully diluted basis of the issued and outstanding shares of the Corporation; Mathieu Nouzareth beneficially owns or controls 8,326,710 shares of the Corporation, representing approximately 13.07% on a non diluted basis and 11.64% on a fully diluted basis of the

issued and outstanding shares of the Corporation; each of Julien Romanetto and Frédéric Montagnon beneficially owns or controls 6,405,722 shares of the Corporation, representing approximately 10.06% on a non diluted basis and 8.95% on a fully diluted basis of the issued and outstanding shares of the Corporation. The Early Repayment of the BTC Loan Agreements does not affect or change the percentage of securities of the Corporation beneficially owned or controlled by each of Romain Nouzareth, Mathieu Nouzareth, Julien Romanetto and Frédéric Montagnon.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the Company's press release, which is attached as Schedule "A" and is incorporated herein.

5.2 Disclosure for Restructuring Transactions

N/A

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

The following officer of the Company may be contacted for further information:

Canada Computational Unlimited Corp.
Romain Nouzareth
Chief Executive Officer
rnouzareth@ccu.ai

Item 9. Date of Report

This report is dated this 12th day of October, 2021.

SCHEDULE "A"

CANADA COMPUTATIONAL UNLIMITED CORP. ANNOUNCES EARLY REPAYMENT OF BITCOIN LOANS

Toronto, Ontario (Newsfile Corp. - September 29, 2021) – Canada Computational Unlimited Corp. (TSXV: SATO) (the “**Corporation**”) announces today that Canada Computational Unlimited Inc. (“**CCU.ai**”), a wholly owned subsidiary of the Corporation, completed the early repayment of loans payable which are repayable in Bitcoin on September 29, 2021 (the “**Termination Date**”).

Description of the BTC Loan Agreements

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The BTC Loan Agreements provided CCU the ability to elect to repay in BTC according to pre-established phases as described in the BTC Loan Agreements:

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Phase 3: For 18 months after the end of Phase 2, repayment of 50% of the Contribution Margin.

No security was granted by CCU on any of its assets in connection with the BTC Loan Agreements, nor are there any securities of CCU or the Corporation to be issued in repayment of the BTC Loan Agreements.

Repayment of the BTC Loan Agreements

CCU made all payments required under Phase 1 of the BTC Loan Agreements until connection of the mining equipment. On the Termination Date, CCU and the Lenders agreed to proceed with the early repayment of all outstanding indebtedness under the BTC Loan Agreements and the payment of all other amounts owed to the Lenders pursuant to Phase 2 and Phase 3 of the BTC Loan Agreements (the “**Early Repayment**”). The Corporation and CCU decided to proceed to the Early Repayment in order to reduce the Corporation’s indebtedness and free mining capacity for other purposes. As of the date of the Early Repayment, a total of 12.1643 BTC were still outstanding and owed to the Lenders by CCU, representing an aggregate amount of C\$641,123. CCU proceeded to the repayment in Bitcoins of amounts equivalent to C\$27,044 to Romain Nouzareth, C\$11,789 to Mathieu Nouzareth, C\$214,340 to Julien Romanetto, C\$324,531 to Frédéric Montagnon and C\$63,418 to four other arm’s length shareholders of CCU. Dollar amounts in this press release are based on the price of BTC as of September 29, 2021 for an amount of US\$41,286, as indicated on Yahoo Finance

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About the Corporation

The Corporation operates a state-of-the-art, carbon-neutral bitcoin mining center with a contract of 20 MW of stable, eco-friendly energy. The company's high-density calculation centers are built for high-grade cryptocurrency mining, AI data processing, and fintech infrastructure.

Founded in 2017, the Corporation is led by technology entrepreneurs, electricity and ventilation experts, network specialists, and Canadian industrialists. Since its inception, the company has pursued a vision of environmental stewardship throughout the mining process. The excess supply of renewable energy in the province of Québec has made this endeavor feasible and a great base for growth.

Cautionary Statement Regarding Forward-Looking Information

NEITHER THE 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.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

This news release contains certain forward-looking statements and other statements that are not historical facts. Wherever possible, words such as “may”, “will”, “should”, “could”, “expect”, “plan”, “intend”, “anticipate”, “believe”, “estimate”, “predict” or “potential” or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management’s current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-

looking statements. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Corporation cannot assure readers that actual results will be consistent with these forward-looking statements.

These forward-looking statements are made as of the date of this press release, and the Corporation assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

For additional information, please contact:

Canada Computational Unlimited Corp.
Romain Nouzareth
Chief Executive Officer
rnouzareth@ccu.ai

To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/98101>