

## MATERIAL CHANGE REPORT

1. *Name and Address of Reporting Issuer:*

NOBELIUM TECH CORP.  
1969 Upper Water Street, Suite 2108  
Halifax, NS B3J 3R7

2. *Date of Material Change:*

November 2, 2018

3. *News Release:*

A news release was issued and disseminated on November 2, 2018 and filed on SEDAR. See Schedule "A" attached hereto for a copy of the news release.

4. *Summary of Material Change:*

NOBELIUM TECH CORP. ("Nobelium" or the "Company") (TSX-NBL.H) a capital pool company ("CPC") pursuant to TSX Venture Exchange (the "Exchange") Policy 2.4 – Capital Pool Companies (the "CPC Policy") previously announced that it has entered into a letter of intent dated May 14, 2018 (the "LOI") with Maximos Metals Corp. ("Maximos"), a private company incorporated under the Canada Business Corporations Act whereby Nobelium and Maximos will complete an arrangement, amalgamation, share exchange or similar transaction to ultimately form the resulting issuer (the "Resulting Issuer") who will continue on the business of Maximos (the "Transaction"), subject to the terms and conditions outlined below. Nobelium intends that the Transaction will constitute its Qualifying Transaction. Trading of the shares of Nobelium are currently suspended. As a result of this announced Qualifying Transaction the shares of Nobelium will remain suspended until the Qualifying Transaction is completed.

In connection with the Transaction, Nobelium anticipates that its common shares in the capital of Nobelium (the "Nobelium Shares") currently issued and outstanding will be consolidated (the "Consolidation") so that Nobelium will have approximately 4,375,000 Nobelium Shares issued and outstanding after the Consolidation. As a result of the Consolidation, the number, exchange basis or exercise price of all outstanding Nobelium stock options will also be adjusted, as applicable, to reflect the Consolidation.

Nobelium further announces the deadline for the Company to complete its Qualifying Transaction (as defined in the CPC Policy) has passed. The Company was required to complete a Qualifying Transaction within 24 months or receive the approval of its shareholders for the transfer of its listing to the NEX board of the Exchange ("NEX"). The Company held its annual and special meeting of shareholders on July 13, 2018 at which time, pursuant to the CPC Policy, it received shareholder approval to transfer its listing to the NEX and to cancel an aggregate of one-half of its \$0.05 seed shares owned by founders (as defined by the Exchange) held by Non-Arm's Length Parties of the CPC (including the officers, directors and insiders of the Company).

The Company's listing will be transferred to NEX effective at the opening of trading on Monday, November 5, 2018 at which time trading in the Company's shares will remain suspended pending closing of the Qualifying Transaction with Maximos.

5. *Full Description of Material Change:*

Please see Schedule "A" attached hereto for a copy of the news release.

6. *Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:*

Not applicable.

7. *Omitted Information:*

None.

8. *Executive Officer:*

For further information, please contact:

Erroll Treslan  
President & CEO  
Phone (519) 374-1834  
Fax (902) 446-2001

9. *Date of Report:*

November 2, 2018

Dated at Halifax, Nova Scotia this 2<sup>nd</sup> day of November, 2018.

NOBELIUM TECH CORP.

*Signed "Erroll Treslan"*

Per: \_\_\_\_\_  
President & CEO

## **SCHEDULE “A”**

NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES

### **NEWS RELEASE**

#### **NOBELIUM TECH CORP. UPDATES PROPOSED QUALIFYING TRANSACTION WITH MAXIMOS METALS CORP. AND ANNOUNCES TRANSFER TO NEX**

**HALIFAX, NOVA SCOTIA – November 2, 2018** – NOBELIUM TECH CORP. (“**Nobelium**” or the “**Company**”) (TSX-NBL.H) a capital pool company (“**CPC**”) pursuant to TSX Venture Exchange (the “**Exchange**”) Policy 2.4 – Capital Pool Companies (the “**CPC Policy**”) previously announced that it has entered into a letter of intent dated May 14, 2018 (the “**LOI**”) with Maximos Metals Corp. (“**Maximos**”), a private company incorporated under the Canada Business Corporations Act whereby Nobelium and Maximos will complete an arrangement, amalgamation, share exchange or similar transaction to ultimately form the resulting issuer (the “**Resulting Issuer**”) who will continue on the business of Maximos (the “**Transaction**”), subject to the terms and conditions outlined below. Nobelium intends that the Transaction will constitute its Qualifying Transaction. Trading of the shares of Nobelium are currently suspended. As a result of this announced Qualifying Transaction the shares of Nobelium will remain suspended until the Qualifying Transaction is completed.

In connection with the Transaction, Nobelium anticipates that its common shares in the capital of Nobelium (the “**Nobelium Shares**”) currently issued and outstanding will be consolidated (the “**Consolidation**”) so that Nobelium will have approximately 4,375,000 Nobelium Shares issued and outstanding after the Consolidation. As a result of the Consolidation, the number, exchange basis or exercise price of all outstanding Nobelium stock options will also be adjusted, as applicable, to reflect the Consolidation.

Nobelium further announces the deadline for the Company to complete its Qualifying Transaction (as defined in the CPC Policy) has passed. The Company was required to complete a Qualifying Transaction within 24 months or receive the approval of its shareholders for the transfer of its listing to the NEX board of the Exchange (“**NEX**”). The Company held its annual and special meeting of shareholders on July 13, 2018 at which time, pursuant to the CPC Policy, it received shareholder approval to transfer its listing to the NEX and to cancel an aggregate of one-half of its \$0.05 seed shares owned by founders (as defined by the Exchange) held by Non-Arm’s Length Parties of the CPC (including the officers, directors and insiders of the Company).

The Company’s listing will be transferred to NEX effective at the opening of trading on Monday, November 5, 2018 at which time trading in the Company’s shares will remain suspended pending closing of the Qualifying Transaction with Maximos.

#### **Summary of the Qualifying Transaction**

The LOI contemplates Nobelium and Maximos completing a business combination transaction, pursuant to which Nobelium Shares, or Resulting Issuer shares (as the case may be), will be issued to holders of shares of Maximos on the basis of one post-Consolidation Nobelium Share (or Resulting Issuer share as applicable) for every one Maximos share (the “**Exchange Ratio**”). The final structure of the Transaction is subject to receipt of tax, corporate and securities law advice for both Maximos and Nobelium.

On completion of the Transaction, the securityholders of Maximos would own a majority of the issued and outstanding shares of the Resulting Issuer. The common shares of the Resulting Issuer will be listed for trading on the Exchange. The Transaction is not a “Non-Arm’s Length Qualifying Transaction” within the meaning of Policy 2.4 of the Exchange.

Pursuant to the terms of the LOI, until the earliest of: (i) the execution of the Definitive Agreement; (ii) mutual agreement of Nobelium and Maximos; or (iii) the termination of the LOI in accordance with its terms, Nobelium and Maximos have agreed not to solicit, negotiate, accept or discuss with any other entity, any transaction that would be in opposition to or in competition with the Transaction.

The completion of the Transaction is subject to the satisfaction of various conditions as are standard for a transaction of this nature, including but not limited to: (i) the negotiation of the Definitive Agreement; (ii) receipt of all requisite regulatory, stock exchange, court or governmental approvals, authorizations and consents; (iii) the absence of any material change or a change in a material fact or a new material fact affecting Nobelium or Maximos; (iv) completion of the Private Placement (as defined below); and (v) if applicable, each company having received appropriate approvals from their shareholders. There can be no assurance that the Transaction will be completed on the terms proposed above or at all.

### **Private Placement**

In connection with the Transaction, it is anticipated that Maximos will complete a private placement of Maximos common shares. The size of the offering and the issue price at which the Maximos common shares will be sold are to be determined in the context of the market (the "**Private Placement**"). Subject to applicable laws and Exchange policies, it is anticipated that each Maximos share issued pursuant to the Private Placement will be exchangeable into freely tradable common shares of the Resulting Issuer upon completion of the Transaction in accordance with the Exchange Ratio.

### **The Resulting Issuer**

Upon completion of the Transaction the Resulting Issuer is expected to change its name to "Maximos Metals Corp." or such other name as determined by Maximos and the Resulting Issuer will be a mining issuer under the Exchange rules.

### **About Maximos**

Maximos is a resource company exploring for nickle, copper and cobalt in Labrador and Quebec.

### **Additional Information**

A comprehensive press release with further particulars relating to the Transaction, including further particulars of the Resulting Issuer and the Private Placement, will follow in accordance with the policies of the Exchange.

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

*Completion of the Transaction is subject to a number of conditions, including but not limited to, Exchange acceptance and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction 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 TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.*

For further information:

Erroll Treslan, President of Nobelium T: 519-374-1834

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:**

*This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward looking statements include, but are not limited to, statements with respect to: the terms and conditions, timing, status and/or completion of the proposed Transaction; use of funds; and the business and operations of the Company and Maximos before and/or after completion of the proposed Transaction.*

*Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals; the results of operations; potential for conflicts of interests; as well as volatility of the Company’s common share price and volume. There can be no assurance that such statements will prove to be accurate or complete, 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 statements. The Company and Maximos each disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*