

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Hank Payments Corp. (formerly Nobelium Tech Corp.)(the "**Company**" or "**Hank**")
66 Wellington Street West, Suite 4100
P.O. Box 35 TD Bank Tower
Toronto, ON M5K 1B7

Item 2. Date of Material Change

October 13, 2021

Item 3. News Release

Press release issued by the Company on October 13, 2021 in respect to the material change referred to in this report via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

Item 5. Hank Payments Corp. (previously, Nobelium Tech Corp.) ("**Nobelium**" or "**Corporation**"), a capital pool company listed on the TSX Venture Exchange (TSXV: NBL.P), is pleased to announce that it has completed its qualifying transaction (the "**Qualifying Transaction**") with Hank Payments Corp. ("**Hank**") a Florida-based financial technology company. Leadership of the resulting issuer is concentrated in both Canada and the United States. The resulting issuer, Hank Payments Corp. (the "**Resulting Issuer**") and its shares are anticipated to start trading on the TSX Venture Exchange on or about October 20, 2021 under the stock symbol "HANK". As part of the Qualifying Transaction, the subscription receipts (the "**Subscription Receipts**") issued by Hank Payments Canada Finco, Corp. ("**Finco**"), a wholly-owned subsidiary of Hank, on August 13, 2021 and September 10, 2021 pursuant to a brokered private placement (the "**Financing**"), were automatically converted, into shares and warrants of the Resulting Issuer.

Item 6. Full Description of Material Change

The Financing, which was completed through a syndicate of agents led by Cantor Fitzgerald Canada Corporation and Gravitas Securities Inc. (the "**Co-Lead Agents**") and including Cormark Securities Inc. and Research Capital Corporation (together with the Co-Lead Agents, the "**Agents**"), consisted of 3,142,500 Subscription Receipts issued at \$1.00 per Subscription Receipt for gross proceeds of \$3,142,500. The proceeds will enable the Resulting Issuer to execute on near-term growth programs and to continue to build out the Hank Platform to create consumer and shareholder value.

In connection with the Financing, Finco paid \$219,975 to the agents and issued 219,975 compensation warrants (the “**Agents’ Warrants**”). Each Agents’ Warrant is exercisable to acquire one (1) unit (each a “**Broker Unit**”) at \$1.00 for a period of twenty-four (24) months from the closing of the Transaction. Each Broker Units consists of one share and one common share purchase warrant exercisable at \$1.00 for 36 months. Hank also paid a corporate finance fee in the amount of \$355,000 to the Agents.

“Completing the Qualifying Transaction marks a pivotal milestone for the Hank team” said Michael Hilmer, Chairperson and CEO of the Resulting Issuer, “We are now well positioned to execute on our growth strategy and bring the power of our platform to many more Americans. We want to thank our team, our shareholders, advisors and partners who helped us on this journey and we are excited for what the future holds for Hank Payment Corp. and its stakeholders”.

Prior to the completion of the Qualifying Transaction, Nobelium effected a consolidation of its outstanding common shares on the basis of one post-consolidation common share for every 4 pre-consolidation common shares. The Qualifying Transaction was completed through the exchange of all of the outstanding shares of Hank into common shares of the Resulting Issuer on a one for one basis (the “**Resulting Issuer Shares**”). In addition, the Qualifying Transaction was completed through the conversion all of Hank’s and Finco’s securities exercisable or exchangeable for, or convertible into, or other rights to acquire Hank or Finco securities outstanding, including those acquired by way of the private placement.

The Qualifying Transaction was done by way of a three-cornered amalgamation (the “**Business Combination**”) pursuant to which, among other things, (i) Hank amalgamated with a wholly-owned U.S. subsidiary of Nobelium, incorporated for the purposes of the Business Combination; and (ii) Finco amalgamated with a wholly owned subsidiary of Nobelium, incorporated for the purposes of the Business Combination.

Following completion of the Qualifying Transaction, the officers and directors of the Resulting Issuer are as follows:

- Michael Hilmer, Chairperson & Chief Executive Officer;
- Ashish Kapoor, Chief Financial Officer and Secretary;
- Christopher Cicolini, Chief Operating Officer;
- Jason Ewart, Director and EVP Capital Markets;
- Tamara Paton, Director; and
- Timothy Farley, Director.

As a result of the Qualifying Transaction, the security holders of Hank hold 62,606,293 Resulting Issuer Shares, representing approximately 89.41% of the Resulting Issuer Shares, the holders of converted convertible notes will hold approximately 850,000 Resulting Issuer Shares, representing approximately 1.21% of the Resulting Issuer Shares, whereas the shareholders of Nobelium Tech Corp.

hold 2,121,875 Resulting Issuer Shares representing approximately 3.03% of the outstanding Resulting Issuer Shares. Investors in the Private Placement will hold 3,142,500 Resulting Issuer Shares representing approximately 4.49% of the outstanding Resulting Issuer Shares. William Car (the “**Finder**”) will hold 1,298,900 Resulting Issuer Shares as payment of a one-time finder’s fee immediately following the completion of the Qualifying Transaction, representing approximately 1.86% of the Resulting Issuer Shares. The Finder is an arm’s length party to the Resulting Issuer and Hank. A total of 70,019,568 Resulting Issuer Shares are issued and outstanding.

In accordance with TSXV policies, the final approval was granted conditional on a total of 31,366,700 Resulting Issuer Shares, 2,000,000 Resulting Issuer options and 3,500,000 Resulting Issuer RSUs to be held under escrow as “Surplus Shares”. Further, a total of 15,340,284 Resulting Issuer Shares will be held under escrow as “Value Shares”. Consistent with TSXV escrow policies, in addition to Surplus and Value shares released for trading on closing further releases will occur every six months. Should the company qualify for up-listing to Tier 1 in the future, the escrow conditions are expected to be updated to reflect the up-listing whereas all escrowed securities will be released over an eighteen-month period following the Final Exchange Bulletin Date. There will also be a total of 9,050,958 Resulting Issuer Shares that will be subject to a four-month hold, with 20% released each month with the first release on the Final Exchange Bulletin Date.

In connection with the Transaction, the auditor of Hank, McGovern Hurley LLP, has been appointed the auditor of the Resulting Issuer. As a result of the Qualifying Transaction, the Resulting Issuer’s financial year-end will now be June 30, which is the current financial year-end of Hank.

The Resulting Issuer also announces that, subject to the approval by the TSXV, it has retained the services of Boom Capital Markets Inc. (“**Boom**”) to provide market making services in accordance with TSXV policies. Boom will provide investor relations services to the Resulting Issuer, as well as capital markets services. In consideration of the services provided by Boom, the Resulting Issuer will pay Boom a monthly fee of \$5,000 and issued 100,000 options exercisable at \$1.00 per share, with $\frac{1}{4}$ vesting every 3-months from the date of issuance. The Resulting Issuer and Boom are unrelated and unaffiliated entities.

Additional information in respect of the Qualifying Transaction can be found in the Filing Statement filed on SEDAR.

Advisors

WeirFoulds LLP acted as Canadian legal counsel and Shutts & Bowen LLP as U.S. legal counsel to Hank. Jessome Law acted as legal counsel to Nobelium. Bennett Jones LLP acted as Canadian counsel to the Co-Lead Agents in the private placement.

About Hank Payments Corp.

Hank is a financial technology company. The Hank software platform (the “**Hank Platform**”) acts as a consumer’s personal, financial concierge using a powerful technology to automate the complexities of personal cash flow management. Through its FDIC (Federal Deposit Insurance Corporation) insured bank partners in the United States, Hank helps consumers, in every state, find funds in their existing cash flow and speed up the retirement of liabilities. The Hank Platform debits consumers when they have cash, stores the cash with partner banks, then automatically instructs partner banks to pay bills and loans as they come due, and often sooner than required. Approximately half of Hank’s customers are financially sound and use the Hank Platform for convenience, while the other half improve their payment performance through use of the Hank Platform. One hundred percent of Hank’s customers are in the USA and pay setup and ongoing monthly processing fees while remaining on the Hank Platform for an average of three years. Hank continues to innovate and anticipates launching more expansive features to its expected growing customer base that will provide greater visibility into their cash flow, credit performance, and viability to borrow or refinance at lower rates, including introducing Hank customers to interested lenders

Item 7. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 8. Omitted Information

No information has been omitted from this material change report.

Item 9. Executive Officer

The following senior officer of Hank Payments Corp. is knowledgeable about the material change and the Report and may be contacted as follows:

Michael Hilmer, CEO
Telephone: 416 420-5529

Item 10. Date of Report

October 13, 2021