

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Relay Medical Corp. (the “Relay” or “Company”)
Suite 202- 65 International Blvd
Etobicoke, Ontario M9W 6L9
Canada

Item 2 Date of Material Change

March 3, 2021

Item 3 News Release

The news release issued by the Company on March 3, 2021 was disseminated through the facilities of Globe News Wire and was filed on SEDAR.

Item 4 Summary of Material Change

On March 3, 2021, the Company announced that it has entered into a binding Share Exchange Agreement (“SEA”) to acquire innovative cybersecurity company, Cybeats Technologies Inc. (“Cybeats”).

Item 5.1 Full Description of Material Change

In accordance with the terms of the SEA, Relay will acquire all of the issued and outstanding shares of Cybeats for an aggregate purchase price of \$7,180,000. At the time of closing, the Company shall pay an amount of \$500,000 in cash, and the issuance of 9,311,475 common shares of the Company at a deemed price of \$0.61 per share. On the date that is 120 days after closing, Relay shall have the option to satisfy \$1,000,000 of the remaining purchase price either by way of issuance of 1,639,344 common shares of the Company at a deemed price of \$0.61 (together with the shares issued on closing, the “**Consideration Shares**”) or by way of cash, or a combination of both.

In addition to the purchase price described above, the Company shall also issue to Cybeats shareholders a number of additional common shares for a maximum aggregate value of up to \$6,720,000 (the “**Milestone Shares**”) on the 18, 30 and 42 month anniversaries of the closing date provided that Cybeats meets certain gross revenue milestones in accordance with the terms of the SEA. The Milestone Shares will be issued at a deemed price per share based on the 15-day volume weighted average trading price of the common shares on the Canadian Securities Exchange ending the day prior to the day the applicable milestone was achieved.

Each Cybeats shareholder (other than the three founders of Cybeats) receiving Consideration Shares will deposit the shares into escrow for a period of 24 months, with a portion of the shares being released every 3 months. The three founders of Cybeats will deposit the Consideration Shares into escrow for a period of 39 months, with a portion of the shares being released every 3 months. Each Cybeats shareholder receiving Milestone Shares, if any, will deposit the shares into escrow for a period of 15 months, with a portion of the shares being

released every 3 months. The parties expect to close the transaction within 30 days from the signing of the SEA. All the shareholders will be subject to a voting trust agreement providing Relay with voting rights on the Consideration Shares and Milestone Shares while in escrow.

Relay has issued 588,524 units to certain consultants for services rendered relating to the transaction at a price of \$0.61 per unit. Each unit consists of one common share and one half of one share purchase warrant. Each whole warrant is exercisable at \$0.90 per share for a period of two years. The common shares and warrants are subject to a hold period of four months plus a day.

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

W. Clark Kent
President
Tel: (647) 872-9982 ext. 2

Item 9 Date of Report

March 15, 2021.

Cautionary Note Regarding Forward Looking Information

This material change report contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.