

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 18, 2021

Item 3 News Release

The news release issued by the Company on March 18, 2021 was disseminated through the facilities of Globe News Wire and was filed on SEDAR.

Item 4 Summary of Material Change

On March 18, 2021, the Company announced that it has completed the acquisition of Cybeats Technologies Inc. (“Cybeats”) pursuant to the previously announced Share Exchange Agreement (“SEA”) dated March 3, 2021.

Item 5.1 Full Description of Material Change

In accordance with the terms of the SEA, Relay has acquired all of the issued and outstanding shares of Cybeats for an aggregate purchase price of \$7,180,000. The Company has paid \$500,000 in cash, and has issued 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 or by way of cash, or a combination of both.

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 29, 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.