

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Compel Capital Inc. (the “**Company**” or “**Compel**”)
260, 625 Howe Street
Vancouver, BC
V6C 2T6

Item 2 Date of Material Change

March 26, 2021

Item 3 News Release

The news release attached hereto as Schedule “A” was disseminated on March 29, 2021 through Newsfile Corp. in respect of the material change referred to in this report. The Company subsequently filed the news releases on SEDAR.

Item 4 Summary of Material Change

The Company announced that it completed on March 26, 2021, the acquisition of GoStop Inc. (“**GoStop**”), a private COVID-19 digital passport services company pursuant to a share exchange agreement between the Company, GoStop and all the GoStop shareholders. The proposed acquisition was first announced by the Company on March 11, 2021.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it completed on March 26, 2021, the acquisition of GoStop Inc. (“**GoStop**”), a private COVID-19 digital passport services company pursuant to a share exchange agreement between the Company, GoStop and all the GoStop shareholders dated March 25, 2021 (the “**Share Exchange Agreement**”). The proposed acquisition was first announced by the Company on March 11, 2021.

Pursuant to the terms of the Share Exchange Agreement:

- The Company acquired all of the issued and outstanding common shares of GoStop from the GoStop shareholders for an aggregate purchase price of CAD \$4 million (“**Purchase Price**”) satisfied through the issuance of 40 million Units (each, a “**Payment Unit**”) of the Company.
- Each Payment Unit was issued at a deemed value of C\$0.10 and consists of one common share of the Company (each, a “**Common Share**”) and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a “**Payment Warrant**”). Each Payment Warrant is

exercisable to purchase - 3 - one Common Share (a “**Payment Warrant Share**”) at a price of \$0.15 until September 26, 2022. The deemed price of Consideration Units was determined based on the close of the Common Shares on March 10, 2021, on the facilities of the Canadian Securities Exchange (the “**CSE**”), being the last trading day preceding the Company’s announcement of the proposed acquisition.

As a result of the acquisition, GoStop is now a wholly-owned subsidiary of the Company.

In addition and unrelated to the acquisition, the Company also announced that it has granted 18,760,000 stock options to various, directors, officers, employees and consultants of the Company. The options have an exercise price of \$0.10, vest immediately, and have a term of three years from the date of grant.

Please refer to the attached Schedule “A” for additional details.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102 Subsection

7.1(2) of National Instrument 51-102 has not been relied upon.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

John McMullen
Chief Executive Officer
Tel: 416.803.0698
[Email: john@screenprosecurity.com](mailto:john@screenprosecurity.com)

Item 9 Date of Report

April 1, 2021

SCHEDULE "A"



ScreenPro Announces Completion of Acquisition of Digital COVID-19 Passport Company

Toronto, Ontario- March 29, 2021 - **Compel Capital Inc. o/a ScreenPro Security (CSE: SCRN)** ("**ScreenPro**" or the "**Company**") is pleased to announce that further to its press release of March 11, 2021, it has now completed the acquisition of GoStop Inc. ("**GoStop**"), a private COVID-19 digital passport services company.

GoStop's passport is developed with a privacy preserving approach that will enable people to use the alerting software and downloadable app with authentication certificates. The alerts can be scheduled on an on-demand, daily, weekly or monthly basis and can be used also for vaccine scheduling. COVID-19 tests with the app, with either a negative or positive test result, trigger an instant notification to individuals in the test group. In the case of a positive result, the app advises isolation for the subject and quarantine of their contacts.

The acquisition of GoStop was completed by way of a share exchange agreement dated March 26, 2021, between the Company, GoStop and all of the GoStop shareholders (the "**Share Exchange Agreement**"). Pursuant to the terms of the Share Exchange Agreement:

- The Company acquired all of the issued and outstanding common shares of GoStop from the GoStop shareholders for an aggregate purchase price of CAD \$4 million ("**Purchase Price**") satisfied through the issuance of 40 million Units (each, a "**Payment Unit**") of the Company.
- Each Payment Unit was issued at a deemed value of C\$0.10 and consists of one common share of the Company (each, a "**Common Share**") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "**Payment Warrant**"). Each Payment Warrant is exercisable to purchase one Common Share (a "**Payment Warrant Share**") at a price of \$0.15 until September 26, 2022. The deemed price of Consideration Units was determined based on the close of the Common Shares on March 10, 2021, on the facilities of the Canadian Securities Exchange (the "**CSE**"), being the last trading day preceding the Company's announcement of the proposed acquisition.

As a result of the acquisition, GoStop is now a wholly-owned subsidiary of the Company.

John McMullen, CEO, stated, “This acquisition adds a complete service offering for the company that will generate additional revenue for us as we roll out this technology into our core testing business of both PCR and, more recently, Rapid Antigen Testing. To give our clients the confidence of knowing that everyone at their organization has tested negative for the virus supports the goal of getting Canadians back to work.”

In addition, the Company has granted 18,760,000 stock options to various, directors, officers, employees and consultants. The options have a exercise price of \$0.10, vest immediately, and have a life of three years from the date of grant.

About ScreenPro

ScreenPro provides turnkey coronavirus screening solutions to the private sector. ScreenPro's unique access to multiple manufacturers of high quality South Korean test kits and its strategic partnership with Canvas Labs in Vancouver and Integrated Explorations in Ontario. This platform allows ScreenPro to be a nationwide provider of a full-service testing solutions across Canada. In addition to providing test kits, ScreenPro has its own nursing professionals, and access to high quality PPE to ensure that its clients are protected in all aspects of their testing needs.

For additional information on ScreenPro and other corporate information, please visit the Company's website at www.screenprosecurity.com

Neither the Canadian Securities Exchange (the “CSE”) nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

ON BEHALF OF THE BOARD OF DIRECTORS

“John A. D. McMullen”

President and CEO

For further information please contact:

John McMullen

Email: info@screenprosecurity.com

Forward Looking Statements:

Certain statements contained in this news release may constitute forward-looking information, including statements relating to expectations regarding the future development of ScreenPro's business. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The actual results of ScreenPro could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which ScreenPro operates, prevailing economic conditions,

changes to ScreenPro's strategic growth plans, and other factors, many of which are beyond the control of ScreenPro. Management of ScreenPro believes that the expectations reflected in the forward-looking information herein are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents ScreenPro's expectations as of the date hereof and is subject to change after such date. ScreenPro disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.