

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Danavation Technologies Corp. (the "**Company**")
109 Woodbine Downs Boulevard, Suite 1
Toronto, ON M9W 6Y1

2. Date of Material Change

January 6, 2021 and January 8, 2021

3. News Release

The Company disseminated a press release on January 8, 2021 disclosing the material change, through the facilities of Newsfile Corp.

4. Summary of Material Change

On January 8, 2021, the Company announced that it had, among other things, completed its business combination with Danavation Technologies Inc. ("**Danavation**").

5. Full Description of Material Change

Name Change and Consolidation

Prior to the completion of the Transaction (as hereinafter defined), the Company changed its name (the "**Name Change**") from "Wolf's Den Capital Corp." to its current name, "Danavation Technologies Corp." in accordance with the provisions of the *Business Corporations Act* (British Columbia). Also prior to the completion of the Transaction, the Company consolidated (the "**Consolidation**") its common shares on the basis of thirty (30) pre-consolidation common shares for one (1) post-consolidation common share. The Name Change and the Consolidation were effected on January 6, 2021.

The Transaction

On January 8, 2021, the Company announced the completion of the Company's previously announced reverse takeover transaction (the "**Transaction**") pursuant to which the Company acquired all of the issued and outstanding common shares of Danavation in exchange for shares of the Company, as further detailed below. The Company will now carry on the business of Danavation, a leading provider of micro e-paper displays in North America.

The Transaction was carried out in accordance with the terms and conditions of a share exchange agreement (the "**Share Exchange Agreement**") dated March 30, 2020, as amended, between the Company, Danavation and the shareholders of Danavation (the "**Danavation Shareholders**"). The Transaction was subject to a number of approvals, which were obtained, and conditions, which were met, prior to its implementation, including, but not limited to the following:

- (a) completion of the Consolidation;
- (b) the approval of the Transaction by the Danavation Shareholders, evidenced by the delivery of the Danavation shareholder consent agreements;
- (c) completion of the concurrent financing (as hereinafter described);

- (d) completion of certain non-brokered private placements by Danavation;
- (e) the election and appointment of certain directors and officers of the Company;
- (f) all conditions precedent set forth in the Share Exchange Agreement, having been satisfied or waived by the appropriate party; and
- (g) the receipt of all necessary corporate, regulatory and third-party approvals and compliance with all applicable regulatory requirements and conditions in connection with the Transaction.

Pursuant to the Share Exchange Agreement, the Company issued an aggregate of 94,141,662 common shares (the "**Consideration Shares**") of the Company to the former Danavation Shareholders, such that upon completion of the Transaction the former Danavation Shareholders hold approximately 94% of the total number of the issued and outstanding common shares in the capital of the Company.

The board of directors of the Company was reconstituted in conjunction with the completion of the Transaction such that it now consists of five (5) directors: John Ricci, Frank Borges, Michael Della Fortuna, Tom Loberto and Mark Di Vito. In addition, management of the Company was reconstituted such that it now consists of John Ricci, President and CEO, Frank Borges as Vice-President, Rob Suttie as CFO, and Tom Loberto as Corporate Secretary.

Concurrent Financing

In connection with the Transaction, Danavation completed a private placement of subscription receipts (each a "**Subscription Receipt**") on December 10, 2020, led by Beacon Securities Limited and Echelon Wealth Partners Inc. (the "**Co-Lead Agents**") on behalf of a syndicate of agents including Haywood Securities Inc. (together with the Co-Lead Agents, the "**Agents**") pursuant to which Danavation issued an aggregate of 16,490,000 Subscription Receipts at a price of \$0.25 per Subscription Receipt for gross proceeds of \$4,122,500 (the "**Offering**").

The gross proceeds of the Offering less certain expenses of the Agents and other commissions (the "**Escrowed Proceeds**") were held in escrow on behalf of the subscribers for the Subscription Receipts by Computershare Trust Company of Canada (the "**Escrow Agent**"), pursuant to the terms of a subscription receipt agreement (the "**Subscription Receipt Agreement**") entered into on December 10, 2020 among Danavation, the Co-Lead Agents and the Escrow Agent. As part of the completion of the Transaction, Danavation and the Co-Agents delivered a joint notice to the Escrow Agent on January 8, 2021 confirming satisfaction of the applicable escrow release conditions, at which time each Subscription Receipt was automatically converted into one unit (a "**Unit**") of the Company, and the Escrowed Proceeds were released to Danavation. Each Unit is comprised of one common share of the Company (each, a "**Unit Share**") and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "**Warrant**"). Each Warrant is exercisable by the holder thereof for one common share of the Company (each, a "**Warrant Share**") until January 8, 2023 at an exercise price of \$0.35 per Warrant Share, subject to adjustments in certain events.

The Company will use the net proceeds from the Offering for working capital purposes. The Unit Shares, the Warrants and the Consideration Shares are freely tradeable. The securities offered have not been registered under the U.S. *Securities Act of 1933*, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

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

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer.**

For further information, contact John Ricci, President & Chief Executive Officer of the Company at jricci@danavation.com.

9. **Date of Report.**

This report is dated at Toronto, this 14th day of January, 2021.

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.