

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

**Item 1. Name and Address of Company**

Canada Coal Inc. (the "**Issuer**" or the "**Company**")  
181 Bay Street, Suite 1800  
Toronto, Ontario  
M5J 2T9

**Item 2. Date of Material Change**

November 15, 2019.

**Item 3. News Release**

The news release with respect to the material change was disseminated by the Company on November 20, 2019 and was filed on SEDAR. A copy of the relevant news release is attached hereto as Schedule "A".

**Item 4. Summary of Material Change**

On November 15, 2019, the Company entered into an arms-length definitive combination agreement (the "**Agreement**") with Mijem Inc. ("**Mijem**") to combine the businesses of the two companies. The Agreement outlines the terms and conditions pursuant to which the Company and Mijem will complete a transaction that will result in a reverse take-over of the Company by Mijem.

**Item 5. Full Description of Material Change**

Please see the news release attached hereto as Schedule "A" for the full description of the Material Change.

**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**

R. Bruce Duncan  
President and Chief Executive Officer  
Email: info@canadacoal.com

**Item 9. Date of Report**

November 22, 2019.

## Schedule "A"



*NOT FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES*

**FOR IMMEDIATE RELEASE**

### **CANADA COAL ANNOUNCES PROPOSED BUSINESS COMBINATION WITH MIJEM INC.**

**November 20<sup>th</sup>, 2019, Toronto, ONT, Canada – Canada Coal Inc. (the "Company" or "Canada Coal"), (TSX-V: CCK.H) is pleased to announce that it has entered into an arms-length definitive combination agreement (the "Agreement") dated November 15, 2019 with Mijem Inc. ("Mijem") to combine the businesses of the two companies. The Agreement outlines the terms and conditions pursuant to which the Company and Mijem will complete a transaction that will result in a reverse take-over of the Company by Mijem (the "Proposed Transaction").**

Upon completion of the Proposed Transaction, the resulting issuer (the "**Resulting Issuer**") will carry on the business of Mijem. Mijem provides innovative solutions to create a vibrant social marketplace for students to connect with other students and to efficiently buy, sell and trade goods and services on and off campus (online marketplace). Mijem's patent pending flagship technology currently permits thousands of university and college students across the United States and Canada to both connect online and engage in campus themed commerce.

#### **Proposed Transaction Summary**

The Proposed Transaction is structured as a three-cornered amalgamation ("**Amalgamation**") between the Company, Mijem and a newly incorporated subsidiary of the Company ("**Newco**"), whereby Mijem and Newco will amalgamate to form a newly amalgamated company ("**Amalco**") pursuant to the *Business Corporations Act* (Ontario).

Pursuant to the Agreement, immediately prior to the Amalgamation, the Company will complete a share consolidation on the basis of two (2) pre-consolidation common shares for every one (1) post-consolidation common share ("**Share Consolidation**"). Following the completion of the Share Consolidation and the Proposed Transaction the shareholders of Mijem will be issued 2.144 Resulting Issuer shares for each Mijem common share held by such Mijem shareholder for an aggregate total of approximately 58,823,529 shares at a deemed price of approximately \$0.17 per share. In addition, each warrant held in Mijem will be exchanged for 2.144 Company warrants, having substantially the same terms and conditions as the Mijem warrants, and will entitle the holder thereof to acquire, upon exercise of each whole Company warrant, and for the consideration payable therefor (subject to adjustment), one Resulting Issuer share.

Pursuant to the terms of the Agreement, the Company will seek to delist from the NEX board of the TSX Venture Exchange (the "**NEX**") and intends to apply for listing of the Resulting Issuer's common shares on the Canadian Securities Exchange (the "**CSE**"), with such listing to be effective concurrent with the completion of the Proposed Transaction. The Proposed Transaction is subject to customary conditions for a transaction of this nature, which include the receipt of shareholder approval of both the Company and Mijem, the TSXV and CSE and any other regulatory approvals.

The Company will be requesting a voluntary halt of its common shares (the "**Common Shares**") on the NEX following the dissemination of this press release. The Company does not anticipate that its Common Shares will resume trading until such time as the new listing has been accepted by the CSE, unless the Proposed Transaction with Mijem fails to be completed, in which case the Company will request lifting of its voluntary halt to resume trading on the NEX.

### **Private Placement**

In connection with the Proposed Transaction, each of the Company and Mijem proposes to complete a concurrent brokered private placement.

The Company and Mijem propose to complete a concurrent non-brokered private placement for aggregate gross proceeds of between \$1,850,000 and \$3,000,000 (the "**Private Placement**"). The Company and Mijem plan to issue between 10,882,353 and 17,647,058 subscription receipts (the "**Subscription Receipts**") and/or Mijem common shares at an effective post-transaction price of \$0.17 per security.

As part of the Private Placement, the Company or Mijem may pay to an appropriately registered entity a cash commission for subscriptions from investors introduced by such finder in such amount as may be agreed.

The Subscription Receipts issued by the Company and the Subscription Receipts issued by Mijem will be issued on equivalent economic terms. However, the Subscription Receipts issued by the Company, following the exchange and listing of the said common shares, will have a trading hold period but will be eligible to be held in RRSP, TFSA and similar accounts, while Subscription Receipts issued by Mijem, following the exchange and listing of the said common shares, will be free trading upon closing of the Proposed Transaction but not eligible for registered plans. The foregoing is for informational purposes only, and is not intended to provide, and should not be relied on for, tax, legal or accounting advice. You should consult your own tax, legal and accounting advisors before investing in the Private Placement.

The proceeds from the Subscription Receipts will be deposited in escrow (the "**Escrowed Funds**") with a subscription receipt agent. Upon the occurrence of certain events, including, without limitation, the completion of the Proposed Transaction and subsequent listing of the shares of the Resulting Issuer, the Escrowed Funds will be released to the Company and Mijem, respectively, and the Subscription Receipts will be automatically exchanged, without additional payment, into common shares of the Company or Mijem, respectively, with such shares ultimately being exchanged for Resulting Issuer shares.

The net proceeds of the Private Placement will be used to fund the Resulting Issuer's general corporate purposes including product development and sales and marketing as well as general and administrative expenses.

As of the date hereof, the Company has net working capital of approximately \$1,315,000 in cash.

### **Mijem Inc.**

Mijem Inc. was incorporated under the *Business Corporations Act* (Ontario) on August 19, 2014. Mijem is a Canadian-based social media and technology company that provides innovative solutions to create a vibrant social marketplace for students to connect with other students and to efficiently buy, sell and trade goods and services on and off campus. Mijem's patent pending flagship technology currently permits thousands of university and college students across the United States and Canada to both connect online and engage in campus themed commerce. Accordingly, the addressable market for Mijem is the global post-secondary education student population. The Mijem mobile app is available for download for free at:

iOS: <https://itunes.apple.com/app/id936519289>

Android: <https://play.google.com/store/apps/details?id=com.mijem.android>

The following table sets out selected financial and share information of Mijem for the years ended July 31, 2019 and 2018 (weighted Average Number of Shares Outstanding and Loss per share have been adjusted to reflect a 100 to 1 split of Mijem common shares in August 2018).

<b>KEY FINANCIAL METRICS</b>	<b>Year ended July 31, 2019 (audited)</b>	<b>Year ended July 31, 2018 (audited)</b>
Revenue	0	0
Research and Development	252,560	410,510
Salaries	205,084	92,715
Advertising and Promotion	350,325	20,430
Other Operating Costs	255,883	147,208
Net Loss	1,063,852	670,863
Weighted Average number of Shares Outstanding	26,412,103	18,347,717
Loss per share (weighted)	(0.040)	(0.04)
Total Assets	113,719	179,691
Total Liabilities	380,791	139,187

### **Shareholder Approval**

The Proposed Transaction is an arm's-length transaction. However, the Company will be holding a shareholder meeting to seek shareholder approval for the Share Consolidation, a proposal to change the name of the Company to Mijem Inc, and, if required, for the delisting of the Company's shares from the NEX.

### **Further Information**

The Company will issue additional press releases in accordance with applicable stock exchange policies and securities laws providing further material information as it becomes available.

For further information, please contact:

On behalf of the Board of Directors

**"R. Bruce Duncan"**

President and Chief Executive Officer

**Phone:** 1-905-813-8408

**Website:** [www.canadacoal.com](http://www.canadacoal.com)

**E-mail:** [rbduncan@sympatico.ca](mailto:rbduncan@sympatico.ca)

*Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to the Exchange acceptance and, if applicable pursuant to the Exchange requirements, majority of the*

*minority shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.*

*Investors are cautioned that, except as disclosed in the Filing Statement or Listing Statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.*

*The Exchange has in no way passed upon the merits of the Proposed Transaction and has not approved or disapproved of the contents of this news release. "Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release."*

**FORWARD LOOKING STATEMENTS:** *This news release contains forward-looking statements, which relate to future events or future performance and reflect management's current expectations and assumptions. Such forward-looking statements reflect management's current beliefs and are based on assumptions made by and information currently available to the Company. Investors are cautioned that these forward looking statements are neither promises nor guarantees, and are subject to risks and uncertainties that may cause future results to differ materially from those expected. These forward-looking statements are made as of the date hereof and, except as required under applicable securities legislation, the Company does not assume any obligation to update or revise them to reflect new events or circumstances. All of the forward-looking statements made in this press release are qualified by these cautionary statements and by those made in our filings with SEDAR in Canada (available at [www.sedar.com](http://www.sedar.com)).*