

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

**1. Name and Address of Company**

Pima Zinc Corp. (the "**Company**")  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

**2. Date of Material Change**

August 11, 2022

**3. News Release**

A press release disclosing the material change was released on August 15, 2022, through the facilities of Newsfile Corp.

**4. Summary of Material Change**

On August 11, 2022, the Company entered into an amalgamation agreement (the "**Amalgamation Agreement**") with Scryb Inc. ("**Scryb**"), 2635212 Ontario Inc. ("**Pima Subco**"), a subsidiary of the Company, and Cybeats Technologies Inc. ("**Cybeats**") dated August 11, 2022, pursuant to which the Company will acquire all of the issued and outstanding common shares and preferred shares of Cybeats pursuant to a three-cornered amalgamation in accordance with Section 174 of the *Business Corporations Act* (Ontario) (the "**Proposed Transaction**").

**5. Full Description of Material Change**

Pursuant to the Amalgamation Agreement and upon the satisfaction or waiver of the conditions set out therein, the following, among other things, are required to be prior to consummation of the Proposed Transaction:

- The Company shall change its name to "Cybeats Technologies Corp." or such other similar name as the parties may agree (the "**Name Change**");
- Pima Subco shall complete a non-brokered private placement financing (the "**Financing**") by September 30, 2022 of up to: (i) a minimum of 14,000,000 units (each, a "**PP Unit**") in the capital of Pima Subco at a price of \$0.50 (the "**Issue Price**") per PP Unit for minimum gross proceeds of \$7,000,000, each PP Unit is comprised of one common share in the capital of Pima Subco (each, a "**Pima Subco Share**") and one Pima Subco Share purchase warrant (each, a "**PP Warrant**"); (ii) a minimum of 14,000,000 subscription receipts (the "**Subscription Receipts**") in the capital of Pima Subco at a price of \$0.50 per Subscription Receipt for minimum of gross proceeds of \$7,000,000, each Subscription Receipt entitles the holder thereof to receive, without payment of additional consideration, one PP Unit upon satisfaction of the escrow release condition; and (iii) any combination of (i) and (ii) which equals a minimum of \$7,000,000.;
- Pima Subco, a subsidiary of the Company formed solely for the purpose of facilitating the Proposed Transaction, will merge with and into Cybeats, pursuant to which, among other things, all outstanding Pima Subco Shares all securities convertible into Pima

Subco Shares shall be exchanged for replacement securities of the resulting issuer, on a one-for-one basis, exercisable in accordance with their terms; and

- the board of directors and management of the Resulting Issuer will be replaced with nominees of Cybeats as detailed below.

In addition, pursuant to the Amalgamation Agreement, the Company will assume all of the obligations of Scryb pursuant to the share exchange agreement dated March 2, 2021 (the "**Share Exchange Agreement**"), between Scryb, Cybeats, and the shareholders of Cybeats with respect to the payment and the issuance of the aggregate performance consideration (the "**Aggregate Performance Consideration**") upon the closing of the Proposed Transaction. The Company and Scryb acknowledge and agree that those persons who are entitled to the payment and issuance of the Aggregate Performance Consideration must agree to receive payment from the Company. In the event that they do not agree, Scryb will continue its obligations pursuant to the Share Exchange Agreement and complete the Aggregate Performance Consideration for such persons. In the event that the persons who are entitled to the payment and issuance of the Aggregate Performance Consideration do not agree to receive payment from Pima, Pima shall issue such number of common shares in the capital of the Company to Scryb equal in value to the number of common shares in the capital of Scryb that Scryb issues pursuant to the Aggregate Performance Consideration.

### **Management of the Resulting Issuer**

Following the completion of the Proposed Transaction, the parties anticipate that the current Board of Directors and management of the Company will resign, and it is proposed that the following persons will be appointed, in the capacities listed below. Brief biographies of the proposed nominees are as follows:

#### ***Yoav Raiter, Chief Executive Officer and Director***

Yoav is the currently Chief Executive Officer of Scryb, which is a position he has held for the last two years. Prior to that, he held the position of Director of Product Development. His career has focused on developing innovative software and medical device products mainly for start-ups and fast-growing companies. He has developed processes to ensure delivery against clients needs at a high-quality standard, has improved operations, and business strategy. Prior to joining Scryb, he was project manager for strategic accounts at StarFish Medical and director of project management and business development at Kangaroo Group. He has also held several prominent positions managing large scale ERP product development and implementation projects for broadcasters in Canada and the US for Pilat Media and SintecMedia. Yoav was the co-founder and Co-CEO of Panta-Rhei, a software development and consulting firm. He received an MBA, specialized in High Tech Innovation Strategy, from Haifa University in Israel in 1997 and a B.Sc. in Industrial Engineering in 1993.

#### ***Josh Bald, Chief Financial Officer***

Mr. Bald attained an HBA degree from Richard Ivey School of Business at Western University in 2016. In 2019 he obtained his Chartered Professional Accounting Designation. He has held senior financial positions in multiple public companies, involving executive functions, corporate governance, operations, corporate finance, human resources and strategic partnerships. Mr. Bald's supports executive teams in product and commercial strategies, including pricing and market penetration, and leads strategic talent acquisition efforts for senior cybersecurity positions

at the Company. Previously he held a position of manager at Ernst & Young in the audit department.

***Greg Falck, Director***

Mr. Falck. has a diverse leadership background within both the military and private sector. He served nine years as an Electrical and Mechanical Engineering Officer in the Canadian Armed Forces, including two years as a platoon commander in the Canadian Special Operations Regiment responsible for support of the unit's equipment during all foreign and domestic activities. He also led the development and procurement of a variety of leading-edge military equipment alongside special forces operators, technicians, and industry experts.

As head of research and development at Aluula Composites Ltd, his multidisciplinary team of chemists, engineers, and technologists developed a novel lightweight and ultra high strength composite polymer fabric for commercialization. Their first composite fabric on the market won the ISPO Textrends 2020 Best Product award. He is currently overseeing the production of the material using the equipment his team designed and built and is working with customers to develop custom composite fabrics for a variety of high-performance applications. He graduated from the University of Western Ontario with a Bachelor of Engineering Science in 2009.

***Justin Leger, Director***

Justin Leger is a seasoned operations professional who has helped tech and government organizations scale their operations by turning strategic intent into tactical action. As a management consultant he has helped numerous start-ups to operationalize and scale-up by leading strategic planning, establishing business processes, supporting product development, and recruiting key personnel. He has served as a Senior Director of Business Performance at Maximus Canada where he led the bid and delivery of a new and complex line of business with the Canadian federal government

He served as a senior officer in the Canadian Armed Forces as a Logistics Officer most notably in Canada's Special Operational Forces deploying numerous times on missions of national strategic importance. Justin received his BA in political science from Dalhousie University in 2006 and his MBA from Royal Roads University in 2017.

***Michael Minder, Director***

Michael Minder is a seasoned finance professional with over 15 years of international banking experience. He held senior leadership roles in Asset and Wealth Management for Credit Suisse Group in both Switzerland and North America, managing assets of high net worth accounts. In 1998 he left the Credit Suisse Group to form his own firm providing international investment banking and investor relations advisory services to numerous U.S., Canadian, and European listed companies.

***Medhanie Tekeste, Director***

Mr. Tekeste is an executive with over 20 years of information systems experience including many years of broad-based management expertise in systems development, implementation and support. He is experienced in strategically and cost effectively utilizing technology to achieve corporate goals. He has extensive global experience in service delivery in the pharmaceutical industry including Quality, Manufacturing and R&D processes. Medhanie also has considerable experience in laboratory quality assurance testing and computer systems validation. Currently, he

is the Chief Information Officer at Apotex Inc., where he is responsible for delivery of all end-to-end IT services globally, including Enterprise Architecture, Cloud and platform services, Service Design, Data Governance, Software Quality Assurance and Security Management, Governance, Program Management and Business Enablement. He graduated University of Toronto with Bachelor of Science degree in Chemistry/Biochemistry in 1987. Later, he graduated Pharmaceutical Technology at Seneca College 1998 and obtained a diploma in Information Technology from DeVry Technology Institute in 1994.

The Proposed Transaction is subject to the conditions set out in the Amalgamation Agreement, including but not limited to the completion of the Financing, and the Name Change.

**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 Albert Contardi, President and Chief Executive Officer at (416) 361-2832.

**9. Date of Report**

This report is dated at Toronto, this 15<sup>th</sup> day of August, 2022.

**Cautionary Statement 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.*