

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

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

2. Date of Material Change

November 11, 2022

3. News Release

A press release disclosing the material change was released on November 11, 2022, through the facilities of Newsfile Corp.

4. Summary of Material Change

On November 11, 2022, the Company acquired all of the issued and outstanding common shares and preferred shares of Cybeats Technologies Inc. ("**Cybeats**") pursuant to a three-cornered amalgamation in accordance with Section 174 of the *Business Corporations Act* (Ontario) (the "**Transaction**"), carried out pursuant to an amalgamation agreement (the "**Amalgamation Agreement**") dated August 11, 2022 as amended October 31, 2022, between the Company, Cybeats, Scryb Inc. ("**Scryb**") and 2635212 Ontario Inc. ("**Pima Subco**").

5. Full Description of Material Change

On November 11, 2022, the Company acquired all of the issued and outstanding common shares and preferred shares of Cybeats. The Transaction was carried out in accordance with the Amalgamation Agreement. 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 name change of the Company to "Cybeats Technologies Corp."
- (b) completion of the concurrent financing by the Company (as hereinafter described);
- (c) the board of directors and management of the Resulting Issuer will be placed with the nominees of the Company as detailed below;
- (d) Pima Subco merging 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, one-for-one basis, exercisable in accordance with their terms;
- (d) all conditions precedent set forth in the Amalgamation Agreement, having been satisfied or waived by the appropriate party; and

- (e) 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 Amalgamation Agreement, Scryb received an aggregate of 60,000,000 fully paid and non-assessable common shares (the "**Common Shares**") in the capital of the Company and 10,000,000 Common Share purchase warrants (the "**Warrants**") in exchange for all of the issued and outstanding common shares and preferred shares in the capital of Cybeats held by Scryb, following which all such shares were cancelled. The holders of Pima Subco common shares (the "**Pima Subco Shares**") in the capital of Pima Subco received one fully paid and non-assessable Common Share for each one Pima Subco Share held, following which all such Pima Subco Shares were cancelled provided that any Pima Subco Shares held by Pima shall be cancelled without any repayment of capital in respect thereof and such Pima Subco Shares shall not be converted or exchanged for Pima Shares. All holders of Pima Subco Share warrants (the "**Pima Subco Warrants**") received one Warrant for each Pima Subco Warrant held, following which all outstanding Pima Subco Warrants were cancelled.

The Warrants were issued pursuant to a warrant indenture (the "**Warrant Indenture**") dated November 11, 2022, between the Company and TSX Trust Company, as warrant agent. Each Warrant entitles the holder to acquire one additional Common Share at a price of \$0.60 per Common Share until May 11, 2024. A copy of the Warrant Indenture can be found on the Company's SEDAR profile at www.SEDAR.com.

Management of the Resulting Issuer

Following the completion of the Transaction, the current board of directors and management of the Company resigned, and the following persons were appointed, in the capacities listed below. Brief biographies of new management 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.

Concurrent Financing

In connection with the Transaction, Pima Subco completed a non-brokered private placement financing (the "**Financing**") through the issuance of 13,323,800 units (each, a "**PP Unit**") at a price of \$0.50 (the "**Issue Price**") per PP Unit for gross proceeds of \$6,661,900. Each PP Unit was comprised of one Pima Subco Share and one Pima Subco Share purchase warrant (each, a "**PP Warrant**"). Each PP Warrant entitles the holder thereof to acquire one Pima Subco Share at a price of \$0.60 per Pima Subco Share for a period of eighteen-(18) months following the completion of the Transaction.

In addition, Pima Subco issued 3,411,000 subscription receipts (the "**Subscription Receipts**") in the capital of Pima Subco at a price of \$0.50 per Subscription Receipt for gross proceeds of \$1,705,000. Each Subscription Receipt entitled the holder thereof to receive, without payment of additional consideration, one unit (each, a "**Unit**") in the capital of Pima Subco upon satisfaction of the escrow release conditions ("**Escrow Release Conditions**") and prior to a termination event ("**Termination Event**"), subject to adjustments in certain events (the "**Release Date**"). Each Unit was comprised of one Pima Subco Share and PP Warrant.

The gross proceeds of the Subscription Receipts (the "**Escrowed Proceeds**") were held in escrow on behalf of the subscribers of the Subscription Receipts by Irwin Lowy LLP (the "**Escrow Agent**"), pursuant to the terms of a subscription receipt agreement (the "**Subscription Receipt Agreement**") dated November 4, 2022 (the "**Offering Closing Date**") among Pima Subco and the Escrow Agent. Pursuant to the Subscription Receipt Agreement, Pima Subco delivered a notice to the Escrow Agent on November 11, 2022 confirming satisfaction of the applicable escrow release conditions, and on November 11, 2022 each Subscription Receipt was converted into one Unit, and the Escrowed Proceeds were released to the Pima Subco. Each Subscription Receipt was automatically converted, without payment of any additional consideration and without further action on the part of the holder thereof, for one Unit. The Units issued upon conversion of the Subscription Receipts were comprised of one Pima Subco Share and one PP Warrant. Upon the completion of the Transaction, the holders of Pima Subco Shares and PP Warrants were issued Common Shares and Warrants.

Name Change

Prior to the completion of the Transaction, the Company changed its name from "Pima Zinc Corp." to its current name, "Cybeats Technologies Corp." in accordance with the provisions of the *Business Corporations Act* (British Columbia).

Grant of Options

The Company granted an aggregate of 18,450,000 stock options to purchase Common Shares of the Company exercisable at a price of \$0.50 per share and expiring on November 11, 2027, to

certain directors, officers and consultants of the Company. The Common Shares issuable upon exercise of the options are subject to a four-month hold period from the original date of grant.

Finally, Common Shares of the Company have been conditionally approved for listing (the "**Listing**") on the Canadian Securities Exchange (the "**CSE**") under the symbol "CYBT". The Listing remains subject to final approval by the CSE and fulfilment of all of the requirements of the CSE in order to obtain such approval, including, among other things, submission and acceptance of all documents requested by the CSE in its conditional acceptance letter and payment of all outstanding fees to the CSE. The Company anticipates receiving final approval and effecting the Listing shortly.

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 Yoav Raiter, Chief Executive Officer at (647) 872-9982.

9. Date of Report

This report is dated at Toronto, this 11th day of November, 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.