

FORM 51-102F3

Material Change Report

Item 1 Name and Address of Company

eXeBlock Technology Corporation ("eXeBlock")
1090 West Georgia Street
Suite 280
Vancouver, BC
V6E 3V7 Canada

Item 2 Date of Material Change

December 7, 2020

Item 3 News Release

The press release describing the material change referred to herein was released on December 7, 2020 through Newsfile and filed on SEDAR.

Item 4 Summary of Material Change

eXeBlock Technology Corporation, announced that it has entered into a Merger Agreement dated as of December 4, 2020 with Nodalblock Canada Holdings Inc. and eXeBlock Technology Inc., a wholly owned subsidiary of eXeBlock, pursuant to which eXeBlock will indirectly acquire all the issued and outstanding shares of Nodalblock, in a 'three-cornered' amalgamation which will result in a reverse takeover of eXeBlock.

Item 5 Full Description of Material Change

On December 7, 2020 eXeBlock announced that it had entered into a Merger Agreement dated as of December 4, 2020 (the "**Definitive Agreement**") with Nodalblock Canada Holdings Inc. ("**Nodalblock**") and eXeBlock Technology Inc. ("**eXeBlock Subco**"), a wholly owned subsidiary of eXeBlock, pursuant to which eXeBlock will indirectly acquire all the issued and outstanding shares of Nodalblock, in a 'three-cornered' amalgamation which will result in a reverse takeover of eXeBlock (the "**Transaction**"). During the Transaction Nodalblock will continue to federal jurisdiction and amalgamate with eXeBlock Subco and all the outstanding common shares of Nodalblock will be exchanged for common shares of eXeBlock on the basis of one post-Consolidation (as defined below) common share of eXeBlock for each one post-Split (as defined below) Nodalblock common share held and then cancelled. Upon completion of the Transaction, eXeBlock will, subject to corporate and CSE approval, change its name to "Oaro Technology Corporation" or such other name as may be approved (the "**Resulting Issuer**"). The Resulting Issuer will continue the business of Nodalblock.

Nodalblock is a private company formed under the laws of Nova Scotia and operating under the trademark OARO, it connects people to their identities and their information with digital security solutions for Global enterprises including elevated skin temperature screening, photo authentication, facial recognition, paperless ticketing, secure entry solutions and creation of inalterable records. Nodalblock operates in North America from its head office in Halifax Nova Scotia and in Europe through a wholly owned subsidiary incorporated in Spain, Nodalblock S.L. ("Nodalblock Subco") located in Madrid Spain. Nodalblock's list of customers includes

international banks, insurance companies, airports, large manufacturers and the Canadian government.

eXeBlock, with its wholly owned subsidiary eXeBlock Subco, is a Company listed on the Canadian Securities Exchange (“**CSE**”). eXeBlock Subco is a Company incorporated under the federal laws of Canada. eXeBlock is a technology company exploring new technology initiatives. Neither eXeBlock nor eXeBlock Subco has current business operations.

Pursuant to the terms of the Definitive Agreement:

- eXeBlock shall consolidate its common shares on the basis of one (1) post-consolidation common shares of eXeBlock for each 7.33 pre-consolidation common shares of eXeBlock (the “**Consolidation**”);
- Nodalblock shall split its common shares on the basis of 1.5 post-split common shares of Nodalblock for each one (1) pre-split common shares of Nodalblock (the “**Split**”)
- Nodalblock shall continue under the Federal laws of Canada
- After the Consolidation and Split, eXeBlock shall effectively acquire each of the post-split issued and outstanding Nodalblock shares, in exchange for one post-consolidation common share of eXeBlock pursuant to the amalgamation described below;
- eXeBlock Subco and Nodalblock will amalgamate to form “Oaro Technology Inc.” (“**Amalco**”);
- Nodalblock shareholders shall receive one eXeBlock post-consolidation share for each Nodalblock post-split share held;
- Holders of Nodalblock options and warrants will acquire equivalent options and warrants in eXeBlock;
- Amalco shall become a wholly owned subsidiary of eXeBlock;
- eXeBlock will, subject to corporate and CSE approval, change its name to “Oaro Technology Corporation” and form the Resulting Issuer. The Resulting Issuer will continue the business of Nodalblock.

As a result, eXeBlock will effectively acquire Nodalblock, and the shareholders of Nodalblock will upon closing own approximately 92% of the Resulting Issuer, subject to dilution from the Concurrent Financing described below.

Completion of the Transaction is subject to a number of conditions, including but not limited to:

- i. the parties receiving all requisite regulatory approval, including the approval of the CSE, and any third party approvals and authorizations;
- ii. completion of the Concurrent Financing (as defined herein);
- iii. completion of confirmatory due diligence by eXeBlock and Nodalblock.

At the Effective Time of the Transaction Amalco will become a wholly owned subsidiary of the Resulting Issuer and Nodalblock Subco will become a wholly owned subsidiary of Amalco. The Resulting Issuer will be subject to the *Business Corporations Act* (British Columbia).

The board of directors of the Resulting Issuer upon completion of the Transaction shall consist of five directors, with one being nominated by Nodalblock; one being nominated by eXeBlock; and, three independent directors determined by Nodalblock who are each acceptable to eXeBlock. In addition, the Chief Executive Officer, the Chief Financial Officer of Amalco upon completion of the Transaction shall be as mutually agreed among management of the Resulting Issuer.

Further information with respect to the identity of each of the proposed directors and officers, and any other new insiders, of the Resulting Issuer will be provided separately, once confirmed.

Pursuant to the terms of the Definitive Agreement, Nodalblock will complete private placement(s) of its securities at a value of not less than \$1,000,000 or such other amount agreed agreeable to eXeBlock and Nodalblock at a valuation per share on market terms prior to completion of the Transaction (the "**Concurrent Financing**"). It is intended that any Nodalblock Shares issued pursuant to the Concurrent Financing will be exchanged for shares of eXeBlock, and ultimately the Resulting Issuer as part of the Transaction.

In connection with the Transaction and pursuant to the requirements of the CSE, eXeBlock will file a filing statement or a management information circular on its issuer profile on SEDAR (www.sedar.com), which will contain details regarding the Transaction, Nodalblock, and the Resulting Issuer.

Forward Looking Statements

This document contains forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of eXeBlock to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

Examples of such statements include the intention to complete the Transaction. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this document. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to: satisfying conditions under the Definitive Agreement; satisfying the requirements of the CSE with respect to the Transaction; consumer interest in eXeBlock's services and products; competition; market conditions for the Concurrent Financing and anticipated and unanticipated costs. While eXeBlock anticipates that subsequent events and developments may cause its views to change, eXeBlock specifically disclaims any obligation to update these forward-looking statements. These forward-looking statements should not be relied upon as representing eXeBlock's views as of any date subsequent to the date of this document. Although eXeBlock has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The factors identified above are not intended to represent a complete list of the factors that could affect eXeBlock. Additional factors are noted under "Risk Factors" in eXeBlock's Management's Discussion and Analysis for the quarter ended May 31, 2020, a copy of which may be obtained on the SEDAR website at www.sedar.com.

Completion of the Transaction is subject to a number of conditions, including but not limited to, CSE acceptance and if applicable pursuant to CSE Requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be

accurate or complete and should not be relied upon. The CSE has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this document.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable.

Item 7 Omitted Information

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 Executive Officer

For further information please contact:

Ken Marshall, President & CEO eXeBlock
kmarshall@exeblock.ca
Phone direct: 709-351-4429

Item 9 Date of Report

December 15, 2020