

10557536 CANADA CORP.

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

Item 1: Name and Address of Company

10557536 Canada Corp. (the “Company” or “105”)
2100 - 401 Bay Street
P.O. Box 55
Toronto, Ontario,
M5H 2Y4.

Item 2: Date of Material Change

December 1, 2020.

Item 3: News Release

A news release was issued and disseminated on December 1, 2020 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A.”

Item 4: Summary of Material Change

The Company is reporting that it has filed a non-offering Preliminary Long Form Prospectus with the Ontario Securities Commission. The filing was made pursuant to a business combination agreement dated November 17, 2020, entered into between the Company and Xigem Technologies Corporation (“Xigem”) for a proposed reverse takeover of the Company by Xigem.

Item 5.1: Full Description of Material Change

See attached news release at Schedule “A” to this report.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Stephen Coates
Chief Executive Officer
Phone: 1 416 642 1807, ext. 301
E-mail: investors@grovecorp.ca

Item 9: Date of Report

This report is dated as of December 1, 2020.

SCHEDULE "A"

10557536 Canada Files Non-Offering Preliminary Prospectus

TORONTO, ON – December 1, 2020 – 10557536 Canada Corp. (the “**Company**”) confirms that it has filed a non-offering Preliminary Long Form Prospectus with the Ontario Securities Commission and has received a confirmation of receipt.

The filing was made pursuant to a business combination agreement dated November 17, 2020 entered into between the Company and Xigem Technologies Corporation (“**Xigem**”) for a proposed reverse takeover of the Company by Xigem (the “**Transaction**”). A copy of the Business Combination Agreement and the Company’s press release of November 18, 2020 announcing the same are available on the Company’s SEDAR profile at www.sedar.com.

For more information, please contact:

10557536 Canada Corp.
Stephen Coates
1.416.642.1807, ext. 301
investors@grovecorp.ca