

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

March 5, 2021

Item 3: News Release

A news release was issued and disseminated on March 5, 2021 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 announced that it had changed its name to “Xigem Technologies Corporation” and split its share capital on a 1.6453 post-split common shares for every one (1) pre-split common share basis. The name change and split were 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:

Brian Kalish
Chief Executive Officer
Phone: 1 647 250 9824, ext. 4
E-mail: investors@xigemtechnologies.com

Item 9: Date of Report

This report is dated as of March 12, 2021.

SCHEDULE "A"



Xigem Technologies Corporation Announces Closing of Reverse Takeover Transaction and Conditional CSE Listing Approval

TORONTO, March 5, 2021 – Xigem Technologies Corporation (formerly named 10557536 Canada Corp.) (the “**Company**”) is pleased to announce that it has closed its previously announced three-cornered amalgamation with Xigem Technologies Corporation (“**Xigem**”) and 2792189 Ontario Inc. (“**Subco**”), a wholly-owned subsidiary of the Company (the “**Transaction**”).

The Transaction

As part of and prior to the closing of the Transaction, the Company split all of its issued and outstanding common shares (“**Common Shares**”) on the basis of a 1:1.6453 ratio (the “**Stock Split**”), and changed its name from 10557536 Canada Corp. to “Xigem Technologies Corporation” (the “**Name Change**”). A letter of transmittal will be sent to shareholders with instructions on how to exchange their pre-Stock Split Common Shares for post-Stock Split Common Shares (“**Resulting Issuer Shares**”) of the Company.

Following the Stock Split and Name Change, Xigem amalgamated with Subco (the “**Amalgamation**”) and, under the terms of the Amalgamation, the Company acquired all of the issued and outstanding common shares of Xigem (each, a “**Xigem Share**”) on the basis of one-half of one (1/2) Resulting Issuer Share for each one (1) Xigem Share issued and outstanding. The resulting issuer from the Transaction (the “**Resulting Issuer**”) will operate the current business of Xigem, being a provider of a technology for the remote economy.

Upon completion of the Transaction, the Company has 74,846,613 Resulting Issuer Shares outstanding, approximately 11.5% of which are held by the prior shareholders of the Company, including those issued pursuant to the Debt Settlement (as defined below), and approximately 88.5% of which are held by the former shareholders of the Xigem.

The Transaction is more fully described in the Company’s Prospectus dated February 25, 2021 and its Management Information Circular dated January 12, 2021. All associated documents are available on the Company’s SEDAR profile at sedar.com. Details of the Transaction will also be contained in the Company’s listing statement, which will be filed on the Company’s profile on www.sedar.com and the website of the Canadian Securities Exchange (the “**CSE**”) at www.thecse.com.

Directors and Officers

As part of the Transaction, the board of directors of the Company (the “**Board**”) was reconstituted to consist of Brian Kalish, Dr. Scott Wilson, Conor Bill, and Stephen Coates, with Mr. Kalish also acting as Chief Executive Officer and Corporate Secretary. Igor Kostiuoutchenko has been appointed as Chief Financial Officer and Anton Tikhomirov has been appointed as Chief Technology Officer.

Debt Settlement

As a condition to the Transaction, the Company also settled an aggregate of \$27,637.12 of debt owed pursuant to debt settlement agreements between the Company and companies controlled by a

director of the Company, through the issuance of 1,250,000 Resulting Issuer Shares (the “**Debt Settlement**”).

The Debt Settlement constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The board of directors of the Company has determined that neither the value of the Common Shares issued, nor the aggregate debt settled exceed 25% of the Company’s market capitalization on the date hereof. As a result, the Debt Settlement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101.

The Resulting Issuer Shares issued in connection with the Debt Settlement are subject to a four-month plus one day hold period in accordance with applicable securities laws.

Conditional Approval to List on CSE

The Resulting Issuer’s securities are not currently listed on any stock exchange. The Resulting Issuer has applied to list the Resulting Issuer Shares on the Canadian Securities Exchange (“**CSE**”) and is pleased to announce that conditional approval to list on the CSE has been granted, subject to completion of customary listing requirements of the CSE, including receipt of all required documentation. The Resulting Issuer is working to meet the CSE listing conditions in a timely manner. The Company will provide an update once the CSE has issued a bulletin confirming the date on which trading on the CSE will commence. Once final approval is received, the Resulting Issuer Shares will commence trading on the CSE under the ticker symbol “XIGM.” There is no assurance that the Resulting Issuer will ultimately be able to satisfy the listing requirements of the CSE.

About the Company

Established in Toronto, Ontario, the Company is positioned to become a leading Software as a Service (“SaaS”) technology platform for the emerging remote economy, with software capable of improving the capacity, productivity, and overall remote operations for businesses, consumers and other organizations. “iAgent,” the Company’s patented technology will provide organizations, businesses and consumers with the tools necessary to thrive in a vast array of remote working, learning and treatment environments.

iAgent is a mobile, geo-targeted customer acquisition, conversion and retention application. iAgent will match sales and services with consumers, treatment seekers and students across a broad range of sectors, in real time. For businesses and institutions, iAgent can be tailored to remotely track and manage assets, transaction, fulfilment and service cycles while seamlessly integrating with most CRM and ERP systems to profitably optimize the consumer, treatment seeker and learning experience. For consumers, treatment seekers and students, iAgent remotely enables fulfilment and engagement with the everyday goods and services they demand.

www.xigemtechnologies.com

Instagram: [@xigemtechnologies](https://www.instagram.com/xigemtechnologies)

Twitter: [@XigemTech](https://twitter.com/XigemTech)

Facebook: [@xigemtechnologies](https://www.facebook.com/xigemtechnologies)

LinkedIn: www.linkedin.com/company/xigem-technologies

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward looking statements are often

identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. Forward-looking statements in this news release may include, but are not limited to, statements with respect to internal expectations; expectations with respect to estimated margins, cost structures, and cost structures in the media industry; ability to obtain regulatory approval; the timing of the commencement of trading on the CSE; the Company being able to successfully execute its business strategy; the continued availability of capital and financing, and general economic market or business conditions. Forward-looking statements necessarily involve known and unknown risks, including, without limitation, risks associated with general economic conditions; adverse industry events; marketing costs; loss of markets; future legislative and regulatory developments involving the media industry; inability to access sufficient capital from internal and external sources, and/or inability to access sufficient capital on favourable terms; the media industry generally, income tax and regulatory matters; the ability of the Company to implement its business strategies; competition; currency and interest rate fluctuations; and the on-going COVID-19 pandemic which may impact product demand.

Readers are cautioned that the foregoing list is not exhaustive and should carefully review the various risks and uncertainties identified in the Company's filings on SEDAR. Readers are further cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities laws.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Neither the CSE nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

SOURCE: Xigem Technologies Corporation

For further information:

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