

1169082 B.C. Ltd.

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

1169082 B.C. Ltd. (the “Issuer”)
5782 East Boulevard, Vancouver, BC, V6M 4M4

Item 2: Date of Material Change

April 29, 2019 (effective date)

Item 3: News Release

A news release was issued and disseminated through the facilities of Accesswire Canada dated April 30, 2019 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

Item 4: Summary of Material Change

Effective April 29, 2019, the Issuer completed a statutory arrangement with HemaGenetics Technologies Corp. (“HGT”) under a plan of arrangement pursuant to an arrangement agreement (the “Arrangement”) entered into between the Issuer, HGT, 1169029 B.C. Ltd., 1169071 B.C. Ltd., Mucho Cobre Resources Ltd. (formerly, 1169080 B.C. Ltd.), 1169077 B.C. Ltd., and 1169032 B.C. Ltd. Under the Arrangement, the effective date for the Arrangement can be set separately as between HGT and each of the other parties to the Arrangement. Pursuant to the Arrangement, the effective date for the Arrangement with the Issuer was set for April 29, 2019. As a result of completing the Arrangement, the Issuer became a reporting issuer in Alberta and British Columbia. The CUSIP number for the Issuer’s common shares is “68263H101”.

Item 5: Full Description of Material Change

5.1 Full Description of Material Change

See attached news release at Schedule "A" to this report.

5.2 Disclosure for Restructuring Transactions

The following provides prospectus level disclosure with respect to the Issuer:

Market for securities

The Issuer’s securities are not currently listed or quoted for trading on any stock exchange or quotation system.

Corporate Structure

Name, address and incorporation

The Issuer was incorporated under the laws of the Province of British Columbia on June 21, 2018.

The Issuer’s head office, registered and records office is 5782 East Boulevard, Vancouver, BC, V6M 4M4. The Issuer’s mailing address is the same as the aforementioned.

Intercorporate relationships

Prior to the Arrangement, the Issuer was a wholly-owned subsidiary of HGT.

As of the completion of the Arrangement effective on April 29, 2019, the Issuer is no longer a subsidiary of HGT.

Description of the Business

The Issuer currently has not commenced any commercial operations and management continues to seek viable business opportunities in the Technology sector.

Under the Arrangement, HGT transferred \$1,000 cash deposit and a letter of intent dated June 18, 2018 between HGT & 1168569 B.C. Ltd. (the “LOI”) to the Issuer in exchange for the issuance of 8,502,104 common shares of the Issuer issued to eligible HGT’s shareholders of record as of October 15, 2018, on a pro rata basis, pursuant to the Arrangement, and is currently exploring business opportunities. The LOI has no determinable fair value.

In April 29, 2019, the \$1,000 deposit due to the Company by HGT was offset against an invoice from HGT for administrative services regarding the Arrangement.

Dividends or distributions

Since incorporation and to the date of this report, the Issuer has not declared or paid any dividends or distributions for any of its securities. The board of directors of the Issuer, at its sole discretion, can decide to declare and pay dividends or distributions to securityholders.

Financial Statements, and Management’s Discussion and Analysis

The Issuer’s unaudited interim financial statements from June 21, 2018 (inception) to February 28, 2019 are posted and accessible on the Issuer’s SEDAR profile located at www.sedar.com, and are incorporated herein by reference.

Description of the Securities Distributed as part of the Arrangement

Under the Arrangement, HGT transferred the LOI to the Issuer in exchange for the issuance of common shares of the Issuer issued to HGT’s shareholders of record as of October 15, 2018, on a pro rata basis, pursuant to the Arrangement.

The Arrangement involved the issuance and exchange of securities between HGT and the Issuer, as fully described under section 3.1 of schedule “A” (the plan of arrangement) to the arrangement agreement between the parties as posted on SEDAR on the Issuer’s and HGT’s SEDAR profiles at www.sedar.com, which agreement is incorporated herein by reference, which issuances and exchanges culminated with the issuance of 8,502,104 of the Issuer’s common shares to HGT’s shareholders of record as of October 15, 2018 as mentioned in the previous paragraph. The common shares of the Issuer each carry one voting right, have rights to dividends and proceeds of any windup or dissolution on a pro rata basis with all other common shareholders, and carry no preemptive, conversion/exchange, redemption or retraction rights.

Capitalization

The Issuer’s authorized share capital consists of:

- (i) an unlimited number of common shares without par value and without special rights and restrictions; and
- (ii) an unlimited number of preferred shares without par value and with special rights and restrictions.

The following table represents all issuances of common stock and activity to date:

Common Shares	Number
Issued to incorporator	100
Incorporator shares cancelled	(100)
Issued under Arrangement	8,502,104
Balance, effective April 29, 2019	8,502,104

There are no preferred shares issued and outstanding from inception to date.

There are no warrants or options issued or outstanding from inception to date.

Prior securities sales

Prior to the Arrangement, the Issuer issued 100 common shares at \$0.01 per share for total proceeds of \$1.00 CAD to the incorporator on June 21, 2018 (the date of its incorporation). Effective on April 29, 2019, the 100 incorporator shares were returned to treasury for cancellation in conjunction with completion of the Arrangement and spin-out of the Company from HGT.

Effective April 29, 2019, the Issuer issued 8,502,104 common shares to HGT shareholders for the Arrangement in exchange for HGT transferring the LOI to the Company and the \$1,000 cash deposit which was offset against an invoice from HGT to the Company for administrative services as noted above.

With the exception of the aforementioned common share issuances, no other securities of the Issuer have been issued.

Directors and Executive Officers

As of April 30, 2019

<u>Name, occupation</u>	<u>Security holdings (common shares)</u>
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J. Scott Munro, Director	2,194,242*
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Ron Ozols, VP Communications	100,392
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**Includes 2,069,242 beneficially controlled through family trust*

Cease trade orders, bankruptcies, penalties or regulatory sanctions

None.

Biographies

J. Scott Munro, 50, is a director working as an independent contractor of the Issuer since inception and dedicating 15% of his time to his duties in the Issuer. Mr. Munro is a business executive who has worked as a top-level executive, including CFO in private and public companies since 2000 including: Munro Financial Corporation since 2010 to current as President/CFO – a business & financial consulting and private equity firm, ImmunoClin Corporation as CFO from December 2013 to August 2016 – a Paris/London-based biotech R&D company, HemaGenetics Technologies Corp. as Director and CEO since May 2018 – a biotech R&D company, and other private entities since 1999. Mr. Munro has a strong background in accounting and corporate finance, including over 19 years of U.S. and Canadian public company reporting, M&A, and deal structuring. These former and current positions are not related to the Issuer other than HGT, the Issuer's former parent company.

Ron Ozols, 62, is the Issuer's VP Communications working as an independent contractor of the Issuer and dedicating 10% of his time to his duties in the Issuer. Mr. Ozols has a background in developing startup companies in media, healthcare

and mineral exploration. Mr. Ozols previous and current positions include: director of Evitrade Health Systems Corp. since 2013 – a company involved in the development of healthcare products and services, officer and director of Rotonda Ventures Corp. since 2016 – a company involved in mineral exploration and development, and officer and director of Monterey Minerals Corp. from 2016 to May 2018 - a company involved in mineral exploration and development. Rotonda Ventures Corp. is the former parent company of HGT that is the former parent of the Issuer.

The directors and officers of the Issuer have not entered into non-competition or non-disclosure agreements.

Conflicts of interest

There are no known conflicts of interest between the Issuer and any of its management or directors.

Executive Compensation

The Issuer has not yet set any executive compensation policy and has not entered into any management agreements with its executive officers.

Indebtedness of Directors and Executive Officers

As of the date of this report, no director or officer of the Issuer is indebted to the Issuer.

Audit Committees and Corporate Governance

Audit committees

The audit committee consists of all members of the board of directors of the Company.

Corporate governance

Board of Directors

J. Scott Munro is the sole member of the Issuer’s board of directors (the “**Board**”). The board facilitates independent judgement in carrying out its responsibilities by ensuring that the independent director is in attendance for all board meetings. All board meetings are attended by all members of the Board.

The Company is currently assessing new candidates for its Board.

For information on director involvement with other reporting issuers, please refer to the director biography above.

Board Mandate; Position Description

The Board does not have a written mandate and delineates its role and responsibilities through resolutions of the Board. Similarly, there is no written position description for the CEO developed between the Board and the CEO, and the CEO’s roles and responsibilities are mandated through Board resolutions authorizing the CEO to take action on behalf of the Issuer.

Orientation and Continuing Education

The Board engages all new directors with orientation and discussion regarding the Issuer, duties and responsibilities of the Board, oversight, and potential business opportunities including but not limited to:

- (i) the role of the board, its committees and its directors, and
- (ii) the nature and operation of the Issuer’s business (noting that it has not commenced any commercial operations).

The Issuer does not currently have a formal orientation program for new directors or continuing education program for directors regarding the role of the Board, any of its committees, directors, and the Issuer's business.

The Board currently does not provide any continuing education for its directors but encourages its directors to read and study all currently available materials for seated directors on a Canadian company with particular focus on public company reporting and oversight. The Board ensures that its directors meet their obligations as directors by requiring all directors to attend Board meetings and updates each member on the Issuer's business developments as soon as possible.

Ethical Business Conduct

The Board has not currently adopted a written code of conduct for directors. Should a member of the Board have a conflict of interest or material interest regarding a matter brought for consideration by the Board, then such member would not cast a vote at the Board's meeting with respect to the matter; however, if all members have such a conflict of interest or material interest then all Board members will vote on the matter.

Nomination of Directors

There is currently no formal nomination procedure with respect to new candidates to the Board.

Compensation

There is currently no formal compensation procedure with respect to Board members.

Board Committees

Other than the audit committee, the Board has no other committee.

Assessments

There is currently no formal assessment procedure with respect to Board members assessing their effectiveness and contribution to the Board. The Issuer currently has no operation and it will develop such assessment procedures when business operations begin.

Auditor, Transfer Agent and Registrar

Auditor

The Issuer's auditor is Adam Sung Kim Ltd. located at Unit# 168 – 4300 North Fraser Way, Burnaby, BC, Canada V5J 5J8.

Transfer agent & registrar

The transfer agent and registrar for the Issuer's common shares is National Securities Administrators Ltd. incorporated in the Province of British Columbia, with head office address of 760 – 777 Hornby Street, Vancouver, BC, V6Z 1S4, and the securities register and register of transfers for the Issuer are maintained, and transfers of securities are recorded, at said agent's Vancouver, BC office.

Material contracts

With the exception of the arrangement agreement with respect to the Arrangement as posted on the Issuer's SEDAR profile, the Issuer has not entered into any material contracts still in effect as of the date of this report since its incorporation.

List of exemptions from National Instrument 41-101

The issuance of the Issuer's common shares to HGT shareholders as aforementioned relies on the exemption from the prospectus requirement of National Instrument 41-101 (General Prospectus Requirements) found under section 2.11 of National Instrument 45-106 (Prospectus Exemptions).

Risk factors

The Issuer has a limited Operating History

The Issuer was incorporated on June 21, 2018, has no active business, and has had no earnings since incorporation. There is no assurance that Issuer will be able to achieve and then maintain earnings in the future.

No Listing; No Quotation

The Issuer's common shares are not currently listed on any stock exchange or quoted on quotation system, which limit and may completely undermine the ability of any shareholder to sell or otherwise transfer their common shares.

Conflicts of Interest

The Issuer will be relying on its respective officers and directors to advise it with respect to the development of its business. The officer(s) and director(s) of the Issuer are now or may become in the future officers and/or directors of other entities or act as principals, officers or directors of other businesses. They may have conflicts of interest in allocating management time, services and functions among the Issuer and any other present or future businesses which they may organize, or provide management services to, as well as other business ventures in which they are or may become involved.

Additional Financing

To achieve its future business objectives, the Issuer may raise funds through loans, or debt or equity offerings of its securities. The issuance of any common shares of the Issuer for any future equity offering will have a dilutive effect on the current common shareholders of the Issuer. The issuance of any convertible debt or non-common share equity that is convertible or otherwise exchangeable to common shares of the Issuer will have a dilutive effect on the current common shareholders of the Issuer upon such conversion/exercise. Additionally, debt financing, if available, may involve restrictive covenants with respect to distributions, raising future capital and other financial and operational matters, and may otherwise limit the Issuer's ability to raise additional equity capital.

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

Not applicable.

Item 7: Omitted Information

Not applicable.

Item 8: Executive Officer

The following executive officer of the Issuer is knowledgeable about the material change and this report:

J. Scott Munro, Director

Email: pubcosrvc@outlook.com

Item 9: Date of Report

April 30, 2019

SCHEDULE "A"

1169082 B.C. Ltd.

1169082 B.C. Ltd. announces completion of the arrangement with HemaGenetics Technologies Corp. and issuance of shares in furtherance of the arrangement

Vancouver, B.C., April 30, 2019 – 1169082 B.C. Ltd. (the “Company”) is pleased to announce that as a result of the completion of a plan of arrangement between the Company and HemaGenetics Technologies Corp. (“HGT”) under the arrangement agreement entered into on June 26, 2018 between HGT, the Company, Mucho Cobre Resources Ltd. (formerly, 1169080 B.C. Ltd.), 1169032 B.C. Ltd., 1169071 B.C. Ltd., 1169077 B.C. Ltd., and 1169029 B.C. Ltd. (the “Arrangement”), the Company became a reporting issuer in the provinces of Alberta and British Columbia, and pursuant to the Arrangement, the Company issued 8,502,104 common shares effective as of April 29, 2019 to HGT shareholders of record as of October 15, 2018, who are entitled to receive shares under the Arrangement. The Company’s CUSIP number is “68263H101” and its ISIN number is “CA68263H101”.

The Arrangement received HGT Shareholder approval on June 26, 2018 and final court approval from the British Columbia Supreme Court under Part 9, Division 5 of the Business Corporations Act (British Columbia) on July 19, 2018. Further information regarding the Arrangement can be found on HGT’s SEDAR profile at www.sedar.com. Under the Arrangement, the effective date for the Arrangement can be set separately as between HGT and each of the other parties to the Arrangement. Pursuant to the Arrangement, the effective date for the Arrangement as between HGT and the Company was set for April 29, 2019.

The Company was incorporated on June 21, 2018 and its fiscal year end is May 31st.

For further information please contact:

J. Scott Munro, Director

E-mail: pubcosrvc@outlook.com

Forward-Looking Information: This press release may include forward-looking information within the meaning of Canadian securities legislation, concerning the business of the Company. Forward-looking information is based on certain key expectations and assumptions made by the management of the Company. Although the Company believes that the expectations and assumptions on which such forward-looking information is based on are reasonable, undue reliance should not be placed on the forward-looking information because the Company can give no assurance that they will prove to be correct. Forward-looking statements contained in this press release are made as of the date of this press release. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.