

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Culmina Ventures Corp. (the "**Company**")
1600 - 609 Granville Street
P.O. Box 10068, Pacific Centre
Vancouver, BC
V7Y 1C3

Item 2. Date of Material Change

April 28, 2021 and April 29, 2021

Item 3. News Release

The Company disseminated a news release on April 28, 2021 and May 10, 2021

Item 4. Summary of Material Change

On April 28, 2021, the Company announced that Jason Hein, Robert Mintak and James Andrew Robinson were appointed as directors of the Company, replacing Scott Ackerman, Rick Cox and Brent Ackerman, who had resigned as directors of the Company. In addition, Jason Hein was appointed as the Company's Chief Executive Officer and Robert Chisholm was appointed Chief Financial Officer and Corporate Secretary, replacing Scott Ackerman who has resigned as an officer of the Company.

On April 29, 2021, the Company entered into a definitive share exchange agreement with ClearMynd Technology Solutions Corp. ("**ClearMynd**") and its securityholders in respect of its proposed acquisition of all the issued and outstanding securities of ClearMynd (the "**Proposed Transaction**").

Full Description of Material Change

On April 28, 2021, the Company announced that Jason Hein, Robert Mintak and James Andrew Robinson were appointed as directors of the Company, replacing Scott Ackerman, Rick Cox and Brent Ackerman, who had resigned as directors of the Company. In addition, Jason Hein was appointed as the Company's Chief Executive Officer and Robert Chisholm was appointed Chief Financial Officer and Corporate Secretary, replacing Scott Ackerman who has resigned as an officer of the Company.

The Company, ClearMynd and the ClearMynd securityholders entered into the Share Exchange Agreement on April 29, 2021 in order to implement the Proposed Transaction. The Company, on a post-Proposed Transaction basis, is referred to herein as the "Resulting Issuer".

Pursuant to the Share Exchange Agreement, Culmina will issue an aggregate of 37,786,070 Culmina Shares in exchange for all the issued and outstanding securities of ClearMynd. Upon completion of the Proposed Transaction, ClearMynd will be a wholly-

owned subsidiary of the Resulting Issuer and will continue to carry on the business currently conducted by it. Prior to completion of the Proposed Transaction, the Company intends to change its name to "Telescope Innovations Corp." or another name acceptable to regulatory authorities.

ClearMynd Technology Solutions Corp. is a chemical technology company developing scalable, widely deployable synthetic processes to access pharmaceuticals for the treatment of mental health. Research and development efforts are led by a globally recognized chemistry team with industrial experience in deploying advanced chemical technology to solve pharmaceutical problems. ClearMynd is building an IP portfolio of chemical syntheses for existing and emerging pharmaceuticals in the mental health space. The chemical processes captured involve simple, commercially available starting materials and efficient scalability.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, customary closing conditions and deliveries. **There can be no assurance that the Proposed Transaction will be completed as proposed or at all.**

A copy of the Share Exchange Agreement has been filed on SEDAR at www.SEDAR.com.

Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not Applicable.

Item 6. Omitted Information

Not Applicable.

Item 7. Executive Officer

Please contact Robert Chisholm, Chief Financial Officer, at 778 331-4309

Item 8. Date of Report

DATED May 10, 2021.