

FORM 51-102F3  
MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

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

**Item 2. Date of Material Change**

May 31, 2021

**Item 3. News Release**

The Company did not disseminate a news release.

**Item 4. Summary of Material Change**

As previously announced, on April 29, 2021, the Company entered into a 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 "**Transaction**"). The Company closed the Transaction on May 31, 2021.

**Full Description of Material Change**

The Company, ClearMynd and the ClearMynd securityholders entered into the Share Exchange Agreement on April 29, 2021 in order to implement the Transaction. The Transaction closed on May 31, 2021 and pursuant to the Share Exchange Agreement Telescope has issued an aggregate of 37,786,070 Telescope common shares in exchange for all the issued and outstanding securities of ClearMynd. ClearMynd is now a wholly-owned subsidiary of the Company and will continue to carry on the business currently conducted by it.

Consistent with the Transaction, the Company has changed its name to "Telescope Innovations Corp.". The CUSIP number assigned to the Company's shares under its new name is 87953P108.

Also as part of the closing of the Transaction, on May 31, 2021, the Company appointed Ali Pejman as a director of the Company.

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.

**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 June 8, 2021.