

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Quadron Capital Corporation (“**Quadron**” or the “**Company**”)  
1600 – 609 Granville Street  
Vancouver, BC V7Y 1C3

2. **Date of Material Change**

November 6, 2015.

3. **News Release**

A news release in connection with the material change was disseminated through the facilities of Stockwatch and baystreet.com on November 10, 2015 and subsequently filed under the Company’s profile on SEDAR.

4. **Summary of Material Change**

Quadron entered a definitive amalgamation agreement, dated November 6, 2015 (the “**Amalgamation Agreement**”), pursuant to which 1054608 B.C. Ltd., a wholly-owned subsidiary of the Company (“**Subco**”), will amalgamate (the “**Amalgamation**”) with Soma Labs Scientific Inc., a private company incorporated under the laws of British Columbia (“**Soma**”).

Quadron also closed a non-brokered private placement of 6,640,000 units (“**Units**”) at a price of C\$0.10 per Unit (the “**Financing**”) for gross proceeds of C\$664,000.00.

5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

Quadron entered the Amalgamation Agreement, pursuant to which Subco will complete the Amalgamation with Soma. The Amalgamation is part of Quadron’s strategy to concentrate on revenue generation and capitalize on the potential opportunities in the legal cannabis industry.

Closing of the Amalgamation remains subject to a number of conditions, including obtaining the required shareholder approvals, obtaining required third party consents and satisfying other customary closing conditions. There can be no assurance that the Amalgamation will be completed as proposed, or at all.

Quadron also closed a Financing for gross proceeds of C\$664,000.00.

Each Unit issued in the Financing consists of one common share (“**Share**”) and one half of one Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder thereof to acquire one Share of the Company at an exercise price of \$0.20 for 24 months following the date of issuance (the “**Original Exercise Period**”). If

the Shares of Quadron become listed on the Canadian Securities Exchange, or any other recognized stock exchange in which the Shares could be listed for trading (the “**Listing**”), at any time during the Original Exercise Period, then the expiry date of the Warrants will adjust to 18 months following the Listing.

The securities issued in the Financing are subject to a hold period of four months plus one day from the date of issuance, expiring on March 7, 2016.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

## **6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

## **7. Omitted Information**

There is no information of a material nature that has been omitted from this report.

## **8. Executive Officer**

The name and address of the executive officer of Quadron who is knowledgeable of the material change and this report is:

Doug McFaul, President  
1600 – 609 Granville Street  
Vancouver, BC V7V 1C3

Tel: 778-331-8505

## **9. Date of Report**

Dated November 17, 2015 at Vancouver, British Columbia.

### ***Forward-Looking Statements***

*Statements included in this material change report, including, but not limited to, statements concerning our plans, the Amalgamation, future opportunities in the legal cannabis industry, and the listing of the Shares on the Canadian Securities Exchange or other recognized exchange, which are not historical in nature are intended to be, and are hereby identified as “forward-looking statements”. Forward-looking statements may be identified by words including “anticipates”, “believes”, “intends”, “estimates”, “expects” and similar expressions. The Company cautions readers that forward-looking statements, including without limitation those relating to the Company’s future operations and business prospects, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements.*