Form 51-102F3
Material Change Report

PART 1 GENERAL INSTRUCTIONS AND INTERPRETATION

(a) Confidentiality

If this Report is filed on a confidential basis, state in block capitals "CONFIDENTIAL" at the beginning of the Report.

(b) Use of "Company"

Wherever this Form uses the word "company" the term includes other types of business organizations such as partnerships, trusts and other unincorporated business entities.

(c) Numbering and Headings

The numbering, headings and ordering of the items included in this Form are guidelines only. You do not need to include the headings or numbering or follow the order of items in this Form. Disclosure provided in response to any item need not be repeated elsewhere.

(d) Defined Terms

If a term is used but not defined in this Form, refer to Part 1 of National Instrument 51-102 and to National Instrument 14-101 *Definitions*. If a term is used in this Form and is defined in both the securities statute of a local jurisdiction and in National Instrument 51-102, refer to section 1.4 of Companion Policy 51-102CP.

(e) Plain Language

Write the Report so that readers are able to understand it. Consider both the level of detail provided and the language used in the document. Refer to the plain language principles listed in section 1.5 of Companion Policy 51-102CP. If you use technical terms, explain them in a clear and concise manner.

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Nexoptic Technology Corp. (**"Nexoptic" or the "Company"**)
1450 – 700 West Georgia Street
Vancouver, B.C. V7Y 1K8

Item 2 Date of Material Change

May 25, 2016

Item 3 News Release

A news release was disseminated on May 25, 2016 through the facilities of Marketwire.

Item 4 Summary of Material Change

Nexoptic (formerly Elissa Resources Ltd.) and Spectrum Optix Inc. ("Spectrum") report that further to their joint news release dated March 17, 2016, the Companies have successfully completed the second phase of their four phase proof of concept prototype ("POC") development program.

Item 5 Full Description of Material Change

The design of the POC was chosen to demonstrate the benefits of Spectrum's patent pending Blade Optics™ imaging technology, which contains flat lenses. The POC, which is anticipated to have an approximate 5-inch equivalent objective lens and a rectangular aperture, will be a first of its kind telescope. The POC will have a lens stack depth to aperture ratio near 1:1. With the second phase of the POC development now completed, the Companies have finished a majority of the design and engineering work required to complete the prototype.

The form factor dimensions of the POC lens stack design (excluding casing and accessories) utilizing Blade Optics™ technology will contain a rectangular aperture and will be approximately:

- Objective Lens: 5-inch equivalent (127mm)
- Depth: 5.02 inches (127.508mm)
- Width: 7.49 inches (190.246mm)
- Height: 9.13 inches (231.902mm)

The second phase of the POC development program included, among other things, completion of optical engineering and fabrication-ready optical component drawings and the receipt of quotes for the procurement of optical elements. The optical tolerance analysis from this phase set forth parameters for optical elements and the fabrication of the system in order to ensure that it performs as predicted. The final optical drawings consist of all optical elements required to manufacture the POC. These have been delivered to established North American optical manufacturers. The Companies are currently reviewing bids from such manufacturers for the procurement of the optical elements required to assemble the POC.

The rigorous optical engineering completed during the second phase of the POC development program included detailed specification, sensitivity and tolerance analysis of all optical elements through simulations. These simulations confirmed that the Spectrum POC lens stack design met the Companies' criteria for clarity and quality utilizing commercially available optical materials. Because the optics for Spectrum's POC prototype lens stack can be manufactured using standard commercial practices, the Companies may demonstrate global sourcing options to potential future commercial partners -- a differentiator from many photonic technologies that use nanotechnology, for example.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8 **Executive Officer**

Paul McKenzie is knowledgeable about the material change and the Report and may be contacted (604) 669.8368.

Item 9 **Date of Report**

May 25, 2016