

Form 51-102F3
Material Change Report

ITEM 1 Name and Address of Company

Starrex International Ltd.
(the “**Company**” or “**Starrex**”)
1250, 639 – 5th Ave. SW
Calgary, AB T2P 0M9

ITEM 2 Date of Material Change

November 8, 2022

ITEM 3 News Release

A press release was disseminated through AccessWire and filed on SEDAR.

ITEM 4 Summary of Material Change

The Company announced on November 8, 2022, that it closed the previously announced transaction (October 3, 2022) involving the arm’s length sale of its real estate appraisal management business conducted by its subsidiary Property Interlink, LLC and its real estate appraisal business conducted by its subsidiary Reliable Valuation Service, LLC, and substantially all of the related assets (collectively, the “**Business**”). After adjustments, the cash purchase price was US\$9.847 million on a cash free, debt free basis. The net proceeds from the sale of the Business (after tax) and all expenses, including retention and change of control payments, were estimated to be US\$6.2 million.

The sale of the Business was approved by the Company’s shareholders at the annual and special meeting of the shareholders of Starrex International Ltd. held on November 3, 2022.

ITEM 5 Full Description of Material Change

On October 3, 2022, the Company announced that it has entered into a definitive agreement (the “**Agreement**”) with affiliates of StoicLane, Inc. a long-term growth platform making strategic acquisitions to support digitizing Finance, Insurance & Real Estate verticals (“**StoicLane**”), pursuant to which StoicLane agreed to acquire the Business for a cash purchase price of US\$9.8 million on a cash free, debt free basis. The purchase price was subject to working capital and other adjustments in accordance with the Agreement.

The Agreement stemmed from an unsolicited offer and is a result of arm's length negotiations conducted between representatives of the Company, StoicLane and their respective advisors.

Unanimous Approval of the Board

The transaction was approved unanimously by the Company’s board of directors, which . determined that the transaction is in the best interests of the Company and its shareholders and recommended that shareholders vote in favour of approving the

transaction at the annual general and special meeting of shareholders, to be held November 3, 2022 (the “**Meeting**”).

Shareholder Approval and Other Conditions

The transaction must be approved by shareholders holding at least 66⅔% of shares voted in person or by proxy at the Meeting. In addition, the completion of the transaction was subject to several conditions including, among others: certain of the Company’s shareholders, which collectively hold approximately 68% of the outstanding common shares of Starrex, entering into a voting support agreement with StoicLane pursuant to which they will agree to vote their respective common shares in favour of approving the transaction; receipt of the above-referenced shareholder approval; Starrex obtaining certain third party consents required for the assignment and transfer of assets and contracts; there not being in force on the closing date any order or decree restraining or enjoining consummation of the transaction; the absence of any material adverse effect with respect to the Business; and there being no claim pending by any governmental authority in respect of competition or other regulatory matters that would reasonably be expected to prevent the consummation of the transaction.

The Agreement included covenants that the assets being acquired will be maintained and the Business will be operated in the ordinary course prior to closing and non-solicitation provisions. The Agreement did not allow Starrex to enter into an agreement with respect to an alternative transaction.

The terms and conditions of the transaction were disclosed in detail in Starrex’s information circular (the “**Information Circular**”) that was mailed to shareholders who held shares as of the record date of October 4, 2022.

Receipt of Shareholders Approval

Starrex held the Meeting on November 3, 2022, to consider, among other matters, approval for the sale of the Business. The transaction required approval from shareholders holding at least 66⅔% of shares voted in person or by proxy at the Meeting. Starrex received approval from 99% of the shareholders who voted at the Meeting.

Closing

The closing of the sale of the Business was completed effective November 7, 2022.

Copies of the Agreement and of the Information Circular for the Meeting were filed with Canadian securities regulators and are available on the SEDAR profile of Starrex at www.sedar.com.

Following completion of the sale transaction, Starrex intends to focus on other opportunities in the commercial and residential real estate market, which it believes to be in the best interests of Starrex and with a view to maximizing Shareholder value.

ITEM 6

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

Not applicable.

ITEM 7 Omitted Information

Not applicable.

ITEM 8 Executive Officer

For further information, please contact Matthew D. Hill, President & Chief Executive Officer mhill@starrexintl.com or Deb Merritt, CFO of Starrex, at (281) 406-8621, email address: dmerritt@starrexintl.com

ITEM 9 Date of Report

Dated as of November 14, 2022.