

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Company**

Tenet Fintech Group Inc. (the “**Issuer**” or the “**Company**”)  
119 Spadina Avenue, Suite 705  
Toronto, ON M5V 2L1

2. **Date of Material Change**

February 2, 2024

3. **News Release**

A news release was disseminated on February 2, 2024 through Newsfile Corp. and can be accessed under the Issuer’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).

4. **Summary of Material Change**

On February 2, 2024, the Company completed the first tranche closing (the “**First Tranche Closing**”) of its previously announced offering (the “**Offering**”), on a private placement basis, of 10% unsecured convertible debenture units of the Company (the “**CD Units**”) for gross proceeds of up to \$10,000,000. Pursuant to the First Tranche Closing, the Company has issued and sold 1,610 CD Units for aggregate gross proceeds of \$1,610,000.

5. **Full Description of Material Change**

On February 2, 2024, the Issuer completed the First Tranche Closing of its previously announced Offering, on a private placement basis, of CD Units. Pursuant to the First Tranche Closing, the Issuer sold a total of 1,610 CD Units at a price of \$1,000 per CD Unit, for aggregate gross proceeds of \$1,610,000. The Company intends to use the net proceeds from the Offering to continue the development of its Cubeler® Business Hub, for working capital and general corporate purposes.

The First Tranche Closing of the Offering was completed pursuant to the terms and conditions of an agency agreement (the “**Agency Agreement**”), dated February 2, 2024 between the Company and Research Capital Corporation, as lead agent and sole bookrunner (the “**Agent**”).

Each CD Unit is comprised of: (i) one 10.0% unsecured convertible debenture of the Company in the principal amount of \$1,000 (a “**Convertible Debenture**”); and (ii) 6,666 common share purchase warrants (the “**CD Warrants**”). The Convertible Debentures sold in the First Tranche Closing will mature on February 2, 2027 (the “**Maturity Date**”) and, subject to prior conversion in accordance with their terms, will be repaid in cash at the Maturity Date. Each CD Warrant sold in the First Tranche Closing is exercisable to acquire one common share of the Company (a “**Common Share**”) at an exercise price of \$0.25 until February 2, 2026.

From the date of issue until their Maturity Date, Convertible Debenture holders may elect to convert, in whole or in part, the face value of the Convertible Debentures into Common Shares at a conversion price of \$0.15 per Common Share. At any time prior to the Maturity Date, if the volume weighted average price of the Common Shares on the Canadian Securities Exchange (or such other Canadian stock exchange on which the greatest volume of Common Shares is traded) meets or exceeds \$2.50 for three consecutive trading days, any non-converted and remaining face value of the Convertible Debentures will be automatically converted into Common Shares at a conversion price of \$0.15 per Common Share. Upon the conversion of the Convertible Debentures, the Company will pay to the Convertible Debenture holders, in

cash, the interest accrued on the Convertible Debentures for the amount converted up to but excluding the date of conversion. The Convertible Debentures shall bear interest at a rate of 10.0% per annum from the date of issue, payable monthly in arrears in cash. Interest shall be computed on the basis of a 360-day year composed of twelve 30-day months.

For its services in connection with the First Tranche Closing of the Offering, the Company has paid to the Agent: (i) a cash commission equal to \$112,700, being an amount equal to 7.0% of the gross proceeds of the First Tranche Closing of the Offering; and (ii) 112.7 non-transferable broker warrants (the "**CD Broker Warrants**"), being such number of CD Broker Warrants as is equal to 7.0% of the number of CD Units sold pursuant to the First Tranche Closing of the Offering. Each CD Broker Warrant is exercisable to purchase one CD Unit at an exercise price of \$1,000 until February 2, 2026.

In accordance with the Agency Agreement, the Company may complete additional closings on sales of CD Units pursuant to the Offering on or before March 15, 2024.

All securities issued pursuant to the Offering are subject to a statutory four month hold period from their date of issuance.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

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

**7. Omitted Information**

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

**8. Executive Officer**

For more information, contact Jean Landreville, Chief Financial Officer at (514) 340-7775 ext.: 502.

**9. Date of Report**

February 12, 2024