

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Tenet Fintech Group Inc. (the "Issuer")
82 Richmond St. E., Suite 305
Toronto, ON M5C 1P1

2. Date of Material Change

April 8, 2024

3. News Release

A news release was disseminated on April 8, 2024 through Newsfile Corp. and can be accessed under the Issuer's SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On April 8, 2024, the Issuer announced a settlement of a putative class action lawsuit brought against the Issuer and two of its executives on November 19, 2021 in the United States District Court for the Eastern District of New York, originally captioned Bram Van Boxtel v. Tenet Fintech Group Inc., et al., now captioned Alejandro Handal and Donald Dominique v. Tenet Fintech Group Inc., et al.

5. Full Description of Material Change

On April 8, 2024, the Issuer announced a settlement of a putative class action lawsuit brought against the Issuer and two of its executives on November 19, 2021 in the United States District Court for the Eastern District of New York, originally captioned Bram Van Boxtel v. Tenet Fintech Group Inc., et al., now captioned Alejandro Handal and Donald Dominique v. Tenet Fintech Group Inc., et al. (the "Lawsuit"). The terms of the settlement, which are set out in a binding memorandum of understanding executed on April 8, 2024, do not include any admission of liability or wrongdoing on the part of the Issuer or any defendant. In exchange for a full and final release of the Issuer and each defendant from the plaintiffs, the Issuer has agreed to pay the aggregate amount of USD\$1,200,000, to be paid in five installments throughout the balance of 2024 with the last such instalment by December 31, 2024. The Issuer has agreed to settle the Lawsuit to avoid further costly litigation. The Issuer believes the settlement to be the best available option for the Issuer to allow it to move forward without the further expense and distraction of costly litigation in the United States while it focuses on its growth and development. The settlement is subject to a number of conditions, including the approval of the United States District Court for the Eastern District of New York. If the conditions are not met, the parties will return to their respective litigation positions prior to the settlement.

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

April 15, 2024