

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Tenet Fintech Group Inc. (the “**Issuer**” or the “**Company**”)
82 Richmond St. E., Suite 305
Toronto, ON. M5C 1P1

2. Date of Material Change

December 3, 2024

3. News Release

A news release was disseminated on December 3, 2024 through Newsfile Corp. and can be accessed under the Issuer’s SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On December 3, 2024, the Company completed a second tranche of non-brokered private placement financing by selling 11,010,000 units to “accredited investors” within the meaning of NI 45-106 - Prospectus Exemptions and under the applicable securities laws, with each unit priced at \$0.10 for gross proceeds of \$1,101,000.

5. Full Description of Material Change

Each unit (a “**Unit**”) sold by virtue of the private placement financing (the “**Financing**”) is comprised of one common share of the Company (a “**Common Share**”) and one Common Share purchase warrant (a “**Warrant**”). Each Warrant entitles the holder thereof to purchase one Common Share at an exercise price of \$0.20 for a period of 36 months from the date of issuance thereof (the “**Expiry Date**”). After a period of 12 months from the date of their issuance, if at any time the price of the Common Shares closes at or above \$0.30 for 10 consecutive trading days, the Expiry Date of the Warrants will be reduced to thirty 30 days (the “**Accelerated Expiry Date**”). Any Warrants remaining unexercised after the Accelerated Expiry Date will be cancelled.

Certain qualified individuals and registered investment dealers (“**Finders**”), who assisted the Company with respect to the Financing, received from the Company, in compliance with securities laws, a cash finder’s fee equal to 8% of the gross proceeds raised and a number of finder’s warrants (“**Finder’s Warrants**”) equal to 8% of the number of Units placed. Each Finder’s Warrant entitles the holder thereof to subscribe for one Common Share at a price of \$0.20 during the 36 months following its issuance, subject to the Accelerated Expiry Date conditions.

The securities issued in connection with the Financing are subject to a hold period of four months and one day from the closing date of the Financing.

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 Maxime Couturier, Chief Financial Officer at (514) 340-7775 ext.: 502.

9. Date of Report

December 6, 2024