

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

HELLO PAL INTERNATIONAL INC.
1100 - 1199 West Hastings Street
Vancouver, BC V6E 3T5

Item 2. Date of Material Change

June 20, 2023.

Item 3. News Release

June 20, 2023.

Item 4. Summary of Material Change

Hello Pal International Inc. (the "Company") announced that it has filed its audited annual financial statements and management discussion and analysis for the period ended February 28, 2022.

The Company also announced that it has restated its annual financial statements for the year ended 2021. The Company determined that there were deficiencies in historical financial information in relation to the Company's live streaming business, where the revenue and direct costs were understated. These adjustments resulted in an increase in accounts receivable and accounts payable and accrued liabilities.

Item 5. Full Description of Material Change

See news release attached as Schedule "A."

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

KL Wong
Chief Executive Officer

Item 9. Date of Report

July 10, 2023.

Hello Pal Announces Record Annual Revenues for 2022 Year End and Restates 2021 Year End Financial Information

VANCOUVER, BC, June 20, 2023 /CNW/ -- [Hello Pal International Inc.](#) ("Hello Pal" or the "Company") (CSE: HP) (Frankfurt: 27H) (OTC: HLLPF), a provider of international live-streaming, language learning and social-crypto platform, is pleased to announce that it has filed its audited annual financial statements and management discussion and analysis for the period ended February 28, 2022 on SEDAR at www.sedar.com.

Highlights:

- Total revenue increased to \$38,395,840 in 2022 (comprised of \$36,471,718 for livestreaming and net revenue of \$1,924,122 for cryptocurrency) being an 80% increase from \$21,290,903 in 2021.
- Gross profit increased to \$4,124,692 in 2022 (comprised of \$1,924,122 for crypto currency mining and \$2,200,570 for livestreaming) being a 77.5% increase from \$2,323,184 in 2021.
- Transitioned all cryptocurrency mining operations to Tier 1 jurisdictions (United States and Australia).
- Strong registered user base of 7 million.

"We thank our shareholders and other stakeholders for their patience in the finalization and filing of our audited financial statements for fiscal 2022. Our 80% increase in revenues over 2021 is a testament to the extensive use of the Hello Pal ecosystem across Asia and the Middle East. We are diligently working on our outstanding management prepared interim financial statements and are targeting to file them as soon as possible."

Live Streaming Operations

In fiscal 2022, the Company's livestreaming services generated revenues of \$36,471,718 or 95% of total revenue of the Company. Although all revenues were generated from livestreaming, the Company's ecosystem that features Hello Pal moments, user matching and 1 on 1 video chats has led to a continual stream of users.

Crypto Mining Operations

The Company's cryptocurrency mining operations generated 2022 revenues of \$1,924,122, which included downtime for moving operations from China to United States and Australia. Currently, the cryptocurrency mining rigs are operating at an average of 75% capacity, and averaging an efficiency of 100.25% as well as mining Dogecoin and Litecoin.

Restatement on Financial Information for 2021 Year End

The Company announces that it has restated its audited annual financial statements for the year ended 2021 (the "Restated Financial Information"). The Company determined that there were deficiencies in historical financial information in relation to the Company's live streaming business, where the revenue and direct costs were understated. These adjustments also resulted in an increase in accounts receivable and accounts payable and accrued liabilities. This was mainly due to the deficiencies in the records of international revenue in China, Middle East and Southeast Asia. The key adjustments to the previously filed financial information includes:

- Increase in revenue from \$15,962,345 to \$21,290,903.
- Increase in gross profit from \$1,558,616 to \$2,323,184.
- Increase in net loss from \$3,599,916 to \$4,910,205.

Further details of the restatement are set forth in amended and restated audited financial statements and amended management discussion and analysis for the year ended February 28, 2021 filed on www.sedar.com.

To download Hello Pal, Language Pal, Travel Pal or the proprietary Phrasebooks please visit the IOS or Android store. For information with respect to the Company or the contents of this news release, please contact the Company, KL Wong, CEO, at (604) 683-0911 or visit the website at hellobal.com. Email inquiries can be directed to: investors@hellobal.com.

About the Hello Pal Platform

The Hello Pal Platform is a proprietary suite of mobile applications built on a user-friendly messaging interface that focus on social interaction, language learning and travel. Hello Pal, has been designed from the ground up to be easy to use and enables users' the freedom to speak in their own language regardless of the other person's language they are speaking to. Hello Pal's overriding mission is to bring the world closer together through social interaction, language learning and travel. By creating a platform where it is easy to instantly interact with others around the world and giving them the tools to communicate with each other in a joyful and fun way, we hope to do our part (however small) in fostering understanding and tolerance between all citizens of the world.

Information set forth in this news release contains forward-looking statements. These statements reflect management's current estimates, beliefs, intentions, and expectations; they are not guarantees of future performance. Hello Pal cautions that all forward-looking statements are inherently uncertain and that actual performance may be affected by a number of material factors, many of which are beyond Hello Pal's control. Such risks and uncertainties are described in Hello Pal's annual and interim financial statements available on www.sedar.com. Although Hello Pal is currently generating revenues, Hello Pal remains in the growth stage and such revenues are yet to be profitable. Accordingly, actual, and future events, conditions and results may differ materially from the estimates, beliefs, intentions, and expectations expressed or implied in the forward-looking information. Except as required under applicable securities legislation, Hello Pal undertakes no obligation to publicly update or revise forward-looking information.

THE CSE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED HEREIN AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE

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