

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Stock Trend Capital Inc. ("Stock Trend" or the "Company")
301 – 217 Queen Street West
Toronto, Ontario, M5V 0R2

2. Date of Material Change

December 20, 2023

3. New Release

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated through the news dissemination service(s) of Stockwatch and ACCESSWIRE on December 20, 2023.

4. Summary of Material Change

The Company announced a strategic investment into Syntheia, a company developing AI solutions.

5. Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

7. Omitted Information

None

8. Executive Officer

The following executive officer of Stock Trend is knowledgeable of the material change and this report:

Chand Jagpal, Chief Financial Officer
Telephone: +44 7828 008237

9. Date of Report

December 21, 2023

STOCK TREND CAPITAL INC. ANNOUNCES STRATEGIC INVESTMENT INTO SYNTHEIA, A COMPANY DEVELOPING AI SOLUTIONS

Vancouver, British Columbia – December 20, 2023 – Stock Trend Capital Inc. (CSE: **PUMP**) (FRA:**WCF**) (Pink Sheets: **STOCF**) (the “**Company**” or “**Stock Trend**”) is pleased to announce it has made a strategic investment (“**Investment**”) into MetaWorld Corporation (“**Syntheia**”), developing a strategic relationship between the two companies for mutual growth and collaboration.

Under the terms of this Investment, Stock Trend has purchased 1,200,000 units of Syntheia for an aggregate purchase price of \$300,000. Each unit is comprised of one common share in the capital of Syntheia and one common share purchase warrant exercisable for a term of two years at a price of \$0.35 per common share.

The Investment into Syntheia constitutes a “related party transaction” under Multilateral Instrument 61-101 (MI 61-101). Richard Buzbuzian, a distinguished member of the board at Stock Trend, also serves on the board of Syntheia. While non-arm’s length transactions involve related parties, it is essential to emphasize that the decision-making process has been conducted transparently and with utmost diligence to ensure the best interest of both companies and their stakeholders.

About Syntheia

Founded in 2021, Syntheia is a Canadian-based AI (Artificial Intelligence) technology company operating, developing, and commercializing conversational AI technology. Syntheia is pioneering the development of conversational Artificial Intelligence – NLP (natural language processing). Syntheia’s advanced Neural Network platform simulates the human brain’s learning process which allows for continuous learning. The platform is offered as a SaaS (software as a service model) focusing on various market segments for enterprises, and small and medium-sized business customers globally.

About Stock Trend

Stock Trend Capital Inc. is an investment issuer primarily focused on the Artificial Intelligence (AI) and Canadian cannabis industries. The Company intends to focus on investing in private and public entities with strong intellectual property, exceptional management and high growth potential that may be strategically positioned in the market.

FOR FURTHER INFORMATION, PLEASE CONTACT:

Anthony Durkacz

CEO, Director

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Cautionary Note Regarding Forward-Looking Statements

The news release contains “forward-looking statements” within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward looking statements.

Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “does not anticipate”, “or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: the Company’s future business plans, the anticipated timing and closing of the Investment, the parties entering into the Subscription Agreement, the Company receiving any and all required regulatory approvals, including CSE approval, the ability of the Company to finance the Investment; Syntheia’s future business plans and their ability to grow in the AI sector upon their anticipated timelines, Syntheia’s future growth potential, and the Company’s ability to become a leading software as an AI technology platform.

Forward-looking information in this news release are based on certain assumptions and expected future events, namely: the Company’s ability to continue as a going concern; the Company’s ability to continue to develop revenue-generating applications; continued approval of the Company’s activities by the relevant government and/or regulatory authorities; the continued growth of the Company; the Company fulfilling its future business plans; the company entering into a Subscription Agreement and completing the Investment upon the terms and in the timelines stated above, and the Company achieving the anticipated synergies and integration stemming from completing the Investment.

These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance, or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the Company’s inability to continue as a going concern; the Company’s inability to continue to develop revenue-generating applications; the Company not receiving approval from the relevant governmental and/or regulatory authorities; the inability of the Company to grow; the Company being unable to fulfil its future business plans, the Company not completing the Investment at all or upon different terms and timelines, the inability of the Company to finance the Investment, the inability for the Company to achieve anticipated synergies and integration stemming from completing the Investment, and the inability of Syntheia to fulfil their future business plan or grow their business in the AI sector upon the terms and in the timelines stated above.

Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward looking statements, as there can be no assurance that the plans, intentions, or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement and reflect the Company’s expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.

