

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

Empatho Holdings Inc. (formerly, Shane Resources Ltd.) (the “**Company**”)
725 Granville St Suite 400, Vancouver,
British Columbia, Canada, V7Y 1G5.

ITEM 2. DATE OF MATERIAL CHANGE

December 23, 2021.

ITEM 3. NEWS RELEASE

The news release was disseminated and subsequently filed on SEDAR on December 23, 2021, a copy of which is attached hereto as Schedule “A”.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that the Canadian Securities Exchange (the “**CSE**”) provided the Company with final approval to list its common shares of the Company on the CSE. The common shares of the Company commenced trading on the CSE under the symbol “**EMPH**” at market opening on December 29, 2021.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

See attached news release at Schedule “A” to this report.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

There are no significant facts required to be disclosed herein which have been omitted.

ITEM 8. EXECUTIVE OFFICER

For further information regarding the Transaction, please contact:

Yan Namer
Empatho Holdings Inc.
Email: yan@empatho.com
Phone number: 416-710-0064

ITEM 9. DATE OF REPORT

January 4, 2022.

Schedule “A”

(See attached)

Empatho Holdings Inc. Receives Final Approval for Listing and Announces Start of Trading on the Canadian Securities Exchange

Toronto, Ontario--(Newsfile Corp. - December 23, 2021) - Empatho Holdings Inc. (formerly, Shane Resources Ltd.) (the "**Company**") is pleased to announce that it has received final approval for listing from the Canadian Securities Exchange (the "**CSE**"). The common shares of the Company will commence trading on the CSE under the symbol "EMPH" at market opening on December 29, 2021.

The public listing of the Company follows the successful completion of the business combination with Empatho Corp. ("**Empatho**") by way of a three-cornered amalgamation. On listing, the Company will have outstanding 72,552,003 common shares on an undiluted basis and 92,193,610 on a fully diluted basis. For more information regarding the Company, please refer to its final listing statement which is available by accessing the Company's profile on SEDAR, at www.sedar.com.

"We couldn't be more excited to begin trading on the Canadian Securities Exchange," Empatho Holdings Inc. CEO Yan Namer said. "During the past year, Empatho has achieved significant milestones in terms of growth and product development and our team will continue to work tirelessly to build, develop and grow our business with the objective of creating long-term value for our shareholders."

About the Company

Empatho Holdings Inc. is a virtual well-being firm focused on a smart solution powered by proprietary PsychAI™ artificial intelligence (AI), that strategically guides users to achieve individualized or personalized well-being goals. The Company provides a data-driven mobile application using advanced technology to engage individuals in the management of their own health, helping individuals become more productive and uncovering potential efficiencies and cost savings for employers.

For more information please contact:

Empatho Holdings Inc.

Yan Namer
Chief Executive Officer
E-mail: yan@empatho.com

Investors are cautioned that, except as disclosed in the management information circular or listing statement of the Company any information released or received with respect to the listing may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

*This news release does not constitute an offer to sell, or a solicitation of an offer to buy, any securities under the Empatho Financings in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

Forward-Looking Information and Statements

This 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 ability of the Company to carry out the business of Empatho, the Company's listing and commencement of trading on the CSE.

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 governmental and/or regulatory authorities; the continued growth of the Company; the Company's ability to finance the infrastructure upgrades; and the Company's ability to effectively scale-up its AI activities.

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 potential inability of the Company to continue as a going concern; risks associated with potential governmental and/or regulatory action with respect to the Company's operations; the inability of the Company to carry out the business of Empatho; and the risks associated with the Company trading on the CSE.

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.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/108423>