

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

**Item 1 Name and Address of Company**

FendX Technologies Inc. (the “**Company**”)  
2010 Winston Park Drive, 2<sup>nd</sup> Floor  
Oakville, Ontario, L6H 5R7

**Item 2 Date of Material Change**

March 13, 2025

**Item 3 News Release**

The news release dated March 13, 2025 was disseminated through Newsfile Corp. on March 13, 2025.

**Item 4 Summary of Material Change**

On March 13, 2025, the Company announced that it closed its previously announced non-brokered private placement (the “**Offering**”), which was fully subscribed for, and issued 4,176,500 units (each, a “**Unit**”) at a price of \$0.17 per Unit raising gross aggregate proceeds of \$710,005.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

On March 13, 2025, the Company closed the Offering and issued 4,176,500 Units for gross aggregate proceeds of \$710,005.

Each Unit is comprised of one common share (each, a “**Share**”) in the capital of the Company and one transferable share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable for one additional Share (each, a “**Warrant Share**”) at a price of \$0.40 per Warrant Share for a period of three years after the closing date (the “**Closing Date**”), subject to an acceleration right, whereby the expiry date of the Warrants may be accelerated if the daily closing price of the Shares equals or exceeds \$0.60 on the Canadian Securities Exchange (“**CSE**”) (or such other recognized securities exchange on which the Shares may then trade) for 20 consecutive days, in which event the Company may accelerate the expiry of the Warrants by given notice via news release and, in such case, all of the then unexercised Warrants will expire on the 30<sup>th</sup> day after the date on which the news release is disseminated.

In connection with the closing, the Company paid finders fees to eligible finders comprised of \$11,927.20 in cash and an aggregate of 157,960 finder’s units in lieu of cash fees, with each finder’s unit comprised of one Share and one Warrant. In addition, an aggregate of 228,120 finder warrants were issued to the eligible finders under the

Offering, with each finder warrant exercisable into one additional Share at an exercise price of \$0.17 per Share for 36 months from the Closing Date.

The Company intends to use the net proceeds from the Offering to advance the Company's R&D projects, and for working capital and general corporate purposes, including marketing and investor relations.

Closing of the Offering is subject to receipt of all necessary regulatory approvals, including from the CSE. All securities issued in relation to the Offering are subject to a hold period expiring four months and one day after the closing date, in accordance with applicable securities laws.

The securities issued under the Offering have not been and will not be registered under the U.S. *Securities Act of 1933*, as amended (the "**Securities Act**"), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

5.2 *Disclosure for Restructuring Transactions*

N/A

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

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Carolyn Myers, CEO, 1-800-344-9868

**Item 9 Date of Report**

March 14, 2025