

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

*ParcelPal Logistics Inc. (the “Company”)
422 Richards St., Suite 170
Vancouver, BC V6B 2Z4*

Item 2. Date of Material Change

March 14, 2023

Item 3. News Release

The news release was issued on March 14, 2023 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it has completed a non-brokered private placement (the “Offering”) pursuant to which the Company raised approximately \$406K CAD. The Company issued and sold 20,944,640 units for aggregate proceeds of approximately \$356,000 CAD, each unit consisting of one common share (each a “Share”) and one transferable common share purchase warrant (each a “Warrant”) exercisable for a period of two years following the closing of the Offering at \$.05 per Share (each a “Warrant Share”). The Company also issued 4,273,504 units for aggregate proceeds \$50,000 CAD, each unit consisting of one common Share and one-half of one transferable Warrant, exercisable for a period of two years following the closing of the Offering at \$.05 per Warrant Share.

Item 5.1 Full Description of Material Change

See attached Schedule “A”

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

This Report is not being filed on a confidential basis.

Item 7. Omitted Information

None.

Item 8. Executive Officer

*Rich Wheelless, Chief Executive Officer
614-395-7778*

Item 9. Date of Report

March 16, 2023



ParcelPal Closes Private Placement to Support Continued Growth

Vancouver, British Columbia – March 14, 2023 – ParcelPal Logistics Inc. (the **"Company"** or **"ParcelPal"**), (OTCQB:PTNYF) (CSE:PKG) (FSE:PT0A) is pleased to announce that it has completed a non-brokered private placement (the **"Offering"**) pursuant to which the Company raised approximately \$406K CAD.

The Company issued and sold 20,944,640 units for aggregate proceeds of approximately \$356,000 CAD, each unit consisting of one common share (each a **"Share"**) and one transferable common share purchase warrant (each a **"Warrant"**) exercisable for a period of two years following the closing of the Offering at \$.05 per Share (each a **"Warrant Share"**). The Company also issued 4,273,504 units for aggregate proceeds \$50,000 CAD, each unit consisting of one common Share and one-half of one transferable Warrant, exercisable for a period of two years following the closing of the Offering at \$.05 per Warrant Share.

The use of proceeds from the Offering will be used for working capital and general corporate purposes, to acquire or invest in technologies, products or services that complement its business and increase shareholder value.

The Company paid an aggregate of \$9,853 and issued an aggregate of 579,600 broker Warrants in connection with the closing of the Offering. Each broker warrant will entitle the holder to purchase one additional Share at a price of \$0.05 per Share for a period of two years from closing of the Offering.

CEO Rich Wheelless commented: "This financing comes at an exciting time for the Company as we continue to see solid growth, as well as opportunities for near term investments in technologies that we believe will result in further growth, operating efficiencies and add shareholder value. Additionally, we have been surpassing the Company milestones and believe this will continue through and beyond 2023. Having additional capital while we continuously look at synergistic operational expansion and/or acquisition targets to help us expand is vitally important. Lastly, I am also pleased with the recent improved operating performance and looking forward to working hard to continuing this trend."

All securities issued in connection with the Offering will be subject to a statutory hold period of four months and one day from the date of issuance (under Canadian securities law), and six months and one day (under U.S securities law).

None of the securities issued in the Offering will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none of them may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

The Company looks forward to providing additional material updates in the coming days and weeks.

About ParcelPal Logistics Inc.

ParcelPal is a Vancouver, British Columbia based company that specializes in last-mile delivery service and logistics solutions. We are a customer-driven, courier and logistics company connecting people and businesses through our network of couriers in major Canadian cities including Vancouver, Calgary, and Toronto, as well as in the western region of the United States. Some of our verticals include pharmacy & health, meal kit deliveries, retail, groceries and more.

ParcelPal Website: www.parcelpal.com

Neither the Canadian Securities Exchange (“**CSE**”), the Securities and Exchange Commission nor any other securities regulatory authority has reviewed and do not accept responsibility for the adequacy or accuracy of this news release that has been prepared by management.

OTCQB – Symbol: **PTNYF**

CSE – Symbol: **PKG**

FSE – Symbol: **PTOA**

Contact Information

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Forward Looking Information

This release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. All statements in this news release, other than statements of historical facts, including statements regarding future estimates, plans, objectives, timing, assumptions or expectations of future performance. Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends” or “anticipates”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should” or “would” occur. Forward-looking statements are based on certain material assumptions and analysis made by the Company and the opinions and estimates of management as of the date of this

press release. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Important factors that may cause actual results to vary, include, without limitation: general business, economic and social uncertainties; litigation, legislative, environmental, and other judicial, regulatory, political, and competitive developments; and other risks outside of the Company's control.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or forward-looking information, there may be other factors that cause results not to be as anticipated, estimated, or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. These forward-looking statements are made as of the date of this news release and, unless required by applicable law, the Company assumes no obligation to update these forward-looking statements.