

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

April 5, 2024

Item 3. News Release

The news release was issued on April 5, 2024 through Newsfile Corp.

Item 4. Summary of Material Change

The Company announced that it intends to consolidate the common shares of the Company (each, a “Share”) on the basis of ten (10) pre-consolidation Shares for one (1) post-consolidation Share (the “Consolidation”). The Company’s common shares are expected to commence trading at the opening of the market on April 11, 2024 under the Company’s symbol “PKG”. There is no name change or stock symbol change in connection with the Consolidation. The new CUSIP number is 69938P205.

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 Wheeless, Chief Executive Officer
614-395-7778*

Item 9. Date of Report

April 12, 2024



ParcelPal Announces Share Consolidation

Vancouver, British Columbia – April 5, 2024 – ParcelPal Logistics Inc. (the **"Company"** or **"ParcelPal"**), (OTCQB:PTNYF) (CSE:PKG) (FSE:PT0A) announces that it intends to consolidate the common shares of the Company (each, a **"Share"**) on the basis of ten (10) pre-consolidation Shares for one (1) post-consolidation Share (the **"Consolidation"**). The Company's common shares are expected to commence trading at the opening of the market on April 11, 2024 under the Company's symbol **"PKG"**. There is no name change or stock symbol change in connection with the Consolidation. The new CUSIP number is 69938P205.

The Consolidation is subject to the approval of the Canadian Securities Exchange (the **"CSE"**). Currently, a total of 278,040,454 Shares are issued and outstanding. Accordingly, upon the Consolidation becoming effective, a total of 27,804,046 Shares, subject to adjustments for rounding, will be issued and outstanding. There is no maximum number of authorized Shares. The exercise or conversion price and the number of Common Shares issuable under any of the Company's outstanding stock options or Common Share purchase warrants will be proportionately adjusted to reflect the Consolidation in accordance with the respective terms thereof.

Computershare will mail out a Letter of Transmittal to the shareholders of record on April 12, 2024 providing instructions on exchanging pre-Consolidation share certificates for post-Consolidation share certificates. Shareholders are encouraged to send their share certificates, together with their Letter of Transmittal, to Computershare in accordance with the instructions in the Letter of Transmittal.

Shareholders who hold their Common Shares through a broker, investment dealer, bank or trust company or other intermediary should contact that nominee or intermediary for assistance in depositing their Common Shares in connection with the Consolidation.

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. Some of our verticals include pharmacy & health, meal kit deliveries, retail, groceries and more.

ParcelPal Website: www.parcelpal.com

Neither the 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

Investor Contact

investors@parcelpal.com

T: (587) 883-9811

Company Contact

investors@parcelpal.com

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