

**Form 51-102F3**  
**Material Change Report**

**Item 1 Name and Address of Company**

DigiMax Global Inc.  
200 Cochrane Drive,  
Unit 1A  
Markham, Ontario  
L3R 8E7

**Item 2 Date of Material Change**

August 17, 2022

**Item 3 News Release**

A news release was issued by DigiMax Global Inc. (the "**Company**") on August 17, 2022 via Accesswire and filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced that it closed its previously announced acquisition of 100% of the issued and outstanding securities of Spetz Tech Ltd. (the "**Transaction**").

**Item 5 Full Description of Material Change**

Further to its press release dated June 23, 2022, the Company has completed its acquisition of 100% of the issued and outstanding securities of Israel-based Spetz Tech Ltd. ("**Spetz**"), a technology company which has developed artificial intelligence ("**AI**") software to operate a revolutionary and fast-growing mobile application that connects consumers to available, top-rated tradespeople, service providers and professionals in their area immediately or at any scheduled time.

The Transaction was completed pursuant to the terms of a merger agreement, dated June 23, 2022 ("**Merger Agreement**"). In consideration for all of the issued and outstanding shares of Spetz, DigiMax has issued 250 million securities of the Company (the "Consideration Securities") to the securityholders of Spetz, which amounts to approximately 47% of the issued and outstanding securities of the Company upon the closing of the Transaction (the "**Closing**"). The number of Consideration Securities being issued to the securityholders of Spetz is not contingent on the trading price of DigiMax's common shares on the Canadian Securities Exchange ("**CSE**").

Upon Closing, Yossi Nevo, the founder and CEO of Spetz, has assumed the role of Chief Operating Officer of the Company, and Ofir Friedman, Spetz's VP of Marketing & Business Development, has assumed the role of Chief Marketing Officer of the Company. In addition to the foregoing, both Messrs. Nevo and Friedman have been appointed to the Company's board of directors upon Closing.

In addition to the foregoing, the Company has issued stock options to certain Directors, insiders and employees of the Company to acquire 7,250,000 common shares of the Company exercisable at \$0.055 cents per share for a term of up to a period of 5 years from the date of grant.

Recently issued audited financial statements state that Spetz generated revenues of US \$2.98 million in calendar year 2021 versus US \$1.36 million in 2020 having realized 219%

growth year over year. This resulted in comprehensive losses of US \$2.13 million and \$1.34 million respectively for 2021 and 2020. Losses as a percent of revenue declined by 27.7% over the two years.

In connection with the Transaction, the Company and Spetz have agreed to pay a finder's fee to a certain arm's length party (the "**Finder's Fee**"). The Finder's Fee is comprised of 4 million common shares of the Company.

Yossi Nevo (the "**Acquiror**") announces that he has acquired an aggregate of 140,852,186 common shares ("**Common Shares**") and 4,261,293 stock options ("**Options**") of DigiMax Global Inc. (the "**Company**") as a result of the Company's acquisition of Israel-based Spetz Tech Ltd. (the "**Transaction**"), a company that the Acquiror had founded. Each Option granted to the Acquiror is exercisable at a price of \$0.05 per Common Share for a period of 60 months from the date of issuance, subject to customary adjustment provisions.

Following the Transaction, on a non-diluted basis, the Acquiror owns 140,852,186 Common Shares, representing approximately 27.87% of the 505,211,531 issued and outstanding Common Shares and, on a partially-diluted basis (assuming exercise of the 4,261,293 Options acquired by the Acquiror pursuant to the Transaction), the Acquiror owns 145,113,479 Common Shares, representing approximately 23.63% of the 614,069,262 issued and outstanding Common Shares of the Company.

The Acquiror acquired an aggregate of 140,852,186 Common Shares and 4,261,293 Options from treasury pursuant to the Transaction consideration for his holdings in Spetz Tech Ltd. Depending on market conditions and other factors, the Acquiror may, from time to time, acquire additional securities of the Company, or continue to hold or dispose of some or all of the securities of the Company in the open market, by private agreement or otherwise. This news was published pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues* ("**NI 62-103**") of the Canadian Securities Administrators in connection with the acquisition of the Common Shares and Options by the Acquiror, which also requires an early warning report to be filed with the applicable securities regulators containing additional information with respect to the foregoing matters. A copy of the early warning report of the Acquiror will be available on the Company's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com). A copy of the early warning report can also be obtained by contacting Chris Carl (President, CEO and Director of the Company) at (416) 312-9698.

This material change report was filed less than 21 days before the Closing, as described herein, because in the view of the Company, it was reasonable in the circumstances due to the fact that the terms of the related party transaction were not settled 21 days before the closing of the Transaction and the applicable documentation was not finalized by the parties until shortly following the Closing.

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

Not Applicable.

**Item 7            Omitted Information**

Not Applicable.

**Item 8            Executive Officer**

Contact: Chris Carl, President and CEO  
Telephone: 416-312-9698  
Email: ccarl@digimax-global.com

**Item 9**

**Date of Report**

August 26, 2022.