

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

Item 1 - Name and Address of Company

DigiMax Global Inc. (“**DigiMax**” or the “**Company**”)
200 Cochrane Drive,
Unit 1A
Markham, Ontario
L3R 8E7

Item 2 - Date of Material Change

November 28, 2022.

Item 3 - News Release

A news release with respect to the material change referred to in this report was issued by DigiMax on November 30, 2022 through the facilities of Accesswire and was filed on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”).

Item 4 - Summary of Material Change

On November 30, 2022, the Company announced several changes resulting from matters approved at its Annual and Special Meeting of shareholders held on November 28, 2022 (the “**Meeting**”), and a subsequent meeting of the board of directors. At the Meeting, a new board of directors was elected that includes: (i) Yossi Nevo (Chairman); (ii) Michael Kron (Audit Committee Chair); (iii) Ofir Friedman; (iv) Bhavuk Kaul; and (v) Chris Carl. In addition to the foregoing, the Company accepted the resignations of Chris Carl as Chief Executive Officer and Thierry Hubert as Chief Technology Officer, and have appointed Yossi Nevo as Chief Executive Officer and Yoav Sivan as Chief Technology Officer.

Item 5 - Full Description of Material Change

See news release attached as Schedule “A”.

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

Not applicable.

Item 7 - Omitted Information

Not applicable.

Item 8 - Executive Officer

For further information, please contact Ofir Friedman, Chief Marketing Officer and a Director, at +972 3 9431790 or ofir@spetz.app.

Item 9 - Date of Report

December 6, 2022.

SCHEDULE "A"

News Release Dated November 30, 2022

(See attached.)



DIGIMAX ANNOUNCES RESULTS OF ANNUAL AND SPECIAL SHAREHOLDER MEETING

PRESS RELEASE – November 30, 2022

TORONTO/ACCESSWIRE –DIGIMAX GLOBAL INC. (the “**Company**” or “**DigiMax**”) (CSE: **DIGI**, OTC: **DBKSF**) is pleased to announce several changes to the Company that are a result of matters approved at its Annual and Special Meeting of shareholders (“**Meeting**”) held on November 28, 2022, and a subsequent meeting of the Board of Directors.

The Meeting was held 10:00 a.m. on November 28, 2021 and the following matters were addressed by the shareholders:

- 1) the audited consolidated financial statements for the financial years ended January 31, 2021 and 2022, were received;
- 2) A new Board of Directors was elected that includes:
 - a. Yossi Nevo – Chairman
 - b. Michael Kron – Audit Committee Chair
 - c. Ofir Friedman
 - d. Bhavuk Kaul
 - e. Chris Carl;
- 3) Clearhouse LLP was re-appointed as auditor of the Corporation, for the coming financial year;
- 4) the Corporation’s proposed omnibus equity incentive plan was received and approved by the shareholders;
- 5) a special resolution was passed authorizing the Corporation to amend its articles of incorporation to change the name of the Corporation to a name determined by the Board in its sole discretion.

In a subsequent meeting, the Board of Directors approved the following resolutions:

- 1) Changing the name of the Company to a name to be determined by the Board;
- 2) Accepting the resignations of Chris Carl as Chief Executive Officer and Thierry Hubert as Chief Technology Officer;
- 3) Appointing Yossi Nevo as Chief Executive Officer and Yoav Sivan as Chief Technology Officer;
- 4) Direction to transition out of operations of all crypto-related business activities;
- 5) Authorized the creation of a new business plan that will allow the Company to focus its efforts on continuing to grow revenue and margins exclusively in the Spetz business of home and family services on a global basis.

“We are excited to be able to focus the Company on a single set of priorities going forward as we launch our Spetz operations in the United States on December 5th,” said new CEO, Yossi Nevo. “We would like to thank Chris Carl and Thierry Hubert for their support in making this transition as seamless as possible. We look forward to delivering value to our shareholders.”

“DigiMax made a very specific effort to pivot the business away from its reliance on crypto-related activities given the changing business climate and attitude toward the trading of crypto currencies around the world,” said former Chief Executive Officer, Chris Carl. “As a shareholder and Director, I am encouraged about this new high growth opportunity, especially in the U.S., and remain committed to working with the Spetz team to drive substantial shareholder value.”

The Company has filed the audited financial statements for the Spetz business for the year ended December 31, 2021 and intends to file its interim financial statements for the period ended October 31, 2022 on or before December 24, 2022. The Company also intends to file an annual information form comprehensively describing the Spetz business on or before January 31, 2023.

About DigiMax Global Inc.

DigiMax Global Inc. is a multinational technology company that operates Spetz, a global online, AI-powered marketplace platform that dynamically connects consumers to nearby top-rated service providers in around 30 seconds. Spetz is already operating in the United Kingdom, Australia and Israel with a target launch in the USA, in December 2022.

The Spetz vision is to reinvent how people around the world connect to services in their moment of need. Connecting them immediately with the top-matched service provider, for any need, anytime, anywhere.

Spetz website: www.spetz.app

Company Contact:

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Investor Relations Manager
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437-826-4012

Cautionary Note Regarding Forward-looking Statements

NEITHER THE CSE, NOR THEIR REGULATION SERVICES PROVIDERS HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE

Certain information in this press release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements and are based on expectations, estimates and projections as at the date of this press release. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "plans", "expect", "potential", "believe", "intend" or negatives of these terms and similar expressions. In this press release, forward-looking statements relate, among other things, to: the launch of the Spetz application in the US in December 2022; the ability of Spetz to operate in all markets within the US; the ability of Spetz to support operations following its launch in the US; and the anticipated adoption by the US market.

Forward-looking statements are based on certain assumptions. While the Company considers these assumptions to be reasonable based on information currently available, they are inherently subject to significant business, economic and competitive uncertainties and contingencies and they may prove to be incorrect.

Forward-looking statements also necessarily involve known and unknown risks, including without limitation: risks associated with general economic conditions; increased competition in the mobile application and home-services market; the potential risks associated with potential governmental and/or regulatory action with respect to the Company's/Spetz's business; and the ability of the Company to continue generating a profit; the inability of the Spetz to successfully launch its US operations in December 2022; the inability of Spetz to support its US operations; the inability of Spetz to penetrate key US markets; and a lack of adoption of Spetz's application by the US market.

Readers are cautioned that the foregoing 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 from those anticipated. Forward-looking statements are not guarantees of future performance. The purpose of forward-looking information is to provide the reader with a description of management's expectations, and such forward-looking information may not be appropriate for any other purpose. Except as required by law, the Company disclaims any obligation to update or revise any forward-looking statements, whether as a result of new information, events or otherwise.

Forward-looking statements contained in this news release are made as to the date hereof and are expressly qualified by this cautionary statement. Except as required by law, the Company assumes no obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change.