

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Spetz Inc. (the "**Company**")
40 King Street West, Suite 5800
Toronto, Ontario, M5H 3S1, Canada

Item 2 Date of Material Change

November 2, 2023

Item 3 News Releases

News release were issued by the Company on November 2, 2023 in respect of the material change and was disseminated through the facilities of ACESSWIRE and filed on SEDAR+.

Item 4 Summary of Material Changes

The Company has closed completed an offering of secured convertible debentures (the "**Debentures**") and common share purchase warrants ("**Warrants**") to arm's length parties for aggregate gross proceeds of \$906,673. The proceeds from the issuance of the Debentures will be used for general working capital purposes.

Item 5 Full Description of Material Changes

The Company has closed completed the Offering for aggregate gross proceeds of \$906,673.

In connection with the offering of Debentures, the Company has issued 450,000 Warrants. Each Warrant entitles the holder thereof to subscribe for one common share in the capital of Spetz (a "**Common Share**") at an exercise price of \$0.24 for a period of three (3) years from the date of issuance.

The Debentures shall bear interest at a rate of 1% per month, calculated monthly in advance, and shall be payable, in cash, quarterly. The Company reserves the right to repay the Debentures, without penalty, in whole or in part, prior to the Maturity Date, on 30 days prior written notice to the holders of the Debentures in advance of repayment or redemption.

The principal amount of each Debenture shall be convertible, for no additional consideration, into Common Shares at the option of the holder at any time prior to the Maturity Date at a conversion price equal to \$0.24 per Common Share (the "**Conversion Price**").

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

David Bhungara
Chief Financial Officer
Email: dbhumgara@digimaxglobal.com

Item 9 Date of Report

November 9, 2023