

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

April 8, 2024

Item 3 News Releases

News release were issued by the Company on April 8, 2024 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 a strategic debt conversion plan. This plan allows select vendors and creditors to convert outstanding payments into 572,532 common shares of Spetz. The proceeds will be used for working capital, improving the company cash flow by converting outstanding payments to shares.

Item 5 Full Description of Material Changes

The Company has closed a strategic debt conversion plan.

This plan allows select vendors and creditors to convert outstanding payments into 572,532 common shares of Spetz.

The plan includes the following conversions:

- Hybrid Financial Ltd – 260,554 shares (for IR awareness services- \$157,500 outstanding amount, with a restricted period of four months)
- ClearHouse LLP – 212,143 shares (for audit services-\$44,550.36 outstanding amount, with a restricted period of four months)
- Yaron Kagan – 94,278 shares (for short-term loan-\$25,455.3 outstanding amount, with a restricted period of four months)
- Amit Zomer – 5,557 shares (for tax ruling advisory services-\$1,500 outstanding amount, with a restricted period of 45 days)

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

Nofar Shigani
Chief Financial Officer
Email: Nofar@spetz.app

Item 9 Date of Report

April 8, 2024