

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

UpSnap, Inc. (the “Company”)
100 Consilium Place, Suite 200
Toronto, Ontario
M1H 3E3

Item 2 Date of Material Change

December 6, 2023

Item 3 News Release

A news release was issued on December 7, 2023.

Item 4 Summary of Material Change

On December 7, 2023, the Company announced the resignation of two directors.

Item 5

5.1 Full Description of Material Change

On December 7, 2023, the Company announced that directors Daniel Hilton and Kristina Finch of the Company have resigned from the Company's Board effective immediately.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Kyle Appleby, CPA, CA
Chief Financial Officer
Email: kappleby@upsnap.com

Item 9 Date of Report

December 7, 2023.