

FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of the Issuer

Tiidal Gaming Group Corp. (formerly GTA Financecorp Inc.) (the “Company”)
365 Bay Street, Suite 800
Toronto, Ontario M5H 2V1

2. Date of Material Change

December 15, 2023

3. News Release

A press release disclosing the material change was issued by the Company through Newsfile on December 15, 2023 and filed on www.sedarplus.com.

4. Summary of Material Change

On December 15, 2023, the Company announced the completion of its substantial issuer bid (the “Offer”) for an aggregate of 83,256,650 common shares of the Company (“Shares”) at a price of \$0.1225 per Share for aggregate purchase price of \$10,198,939.63. On December 15, 2023, the Company also announced the resignation of the Chief Executive Officer and directors of the Company and the appointment of a new Chief Executive Officer and directors of the Company.

5. Full Description of Material Change

On December 15, 2023, the Company announced that it had taken up and purchased for cancellation an aggregate of 83,256,650 Shares at a price of \$0.1225 per Share pursuant the Offer which expired on December 7, 2023 for aggregate purchase price of \$10,198,939.63.

Based on the final report of Odyssey Trust Company, as depositary for the Offer, an aggregate of 83,256,650 Shares were validly tendered. The Shares purchased under the Offer represented approximately 95% of the total number of issued and outstanding Shares. Prior to the completion of the Offer, Tiidal had 87,603,908 Shares issued and outstanding, and after giving effect to the Offer and the take up of 83,256,650 Shares, Tiidal has 4,347,258 Shares issued and outstanding. Payment for the Shares accepted for purchase under the Offer was effected by Odyssey Trust Company on December 18, 2023 in accordance with the Offer and applicable law.

All of the directors and officers of the Company and persons beneficially owning or exercising control or direction over more than 10% of the outstanding Shares tendered all of their Shares under the Offer, as set forth below. As a result, each of the interested persons listed below do not have any voting interest in the Company.

Interested Person	Number of Shares Tendered
Thomas Hearne, <i>Chief Executive Officer and Director</i>	4,548,360
Zachary Goldenberg, <i>Director</i>	11,689,960

Neil Duffy, <i>Director</i>	400,000
David Wang, <i>Director</i>	1,692,250
Carlo Rigillo, <i>Chief Financial Officer</i>	162,720
Pritpal Singh, <i>Insider (10% securityholder)</i>	10,063,812

In connection with the completion of the Offer, and further to the Company's press release dated October 30, 2023, the Company cancelled an aggregate of 1,570,000 options of the Company that had an exercise price of \$0.10 per Share (the "**In-the-Money Options**") for consideration of \$0.0225 per In-the-Money Option, representing the difference between the exercise price of the In-the-Money Options and the purchase price under the Offer, for aggregate consideration equal to approximately \$35,325.

Additionally, the Company announced that, subject to the approval of the Canadian Securities Exchange, Carlo Rigillo, the Company's Chief Financial Officer, was appointed as Chief Executive Officer and Director of the Company and Fraser Hartley and Dennis Beker were appointed as Independent Directors.

Mr. Rigillo is a Chartered Professional Accountant (CPA) and has over two decades of financial reporting and capital markets experience. Carlo holds a Bachelor of Commerce (BCom) degree from the University of Toronto.

Mr. Hartley is a lawyer and a partner at the firm Edwards, Kenny & Bray LLP, practicing in the areas of corporate and securities law. Fraser holds a Bachelor of Law (LLB) degree from the University of British Columbia.

Mr. Beker is a lawyer and a partner at the firm Founders LLP, practicing in the areas of corporate and securities law. Dennis holds a Juris Doctor (JD) degree from Western University.

To create a vacancy for the appointments of Messrs. Rigillo, Hartley and Beker, Tom Hearne resigned as Chief Executive Officer and Director of the Company and each of Zachary Goldenberg, David Wang and Neil Duffy resigned as directors of the Company.

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

Not applicable.

7. Omitted Information

No significant facts have been omitted from this report.

8. Executive Officer

Carlo Rigillo, Chief Executive Officer, Chief Financial Officer and Director, 647-400-4794

9. Date of Report

December 19, 2023