

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Fineqia International Inc. (the "**Company**" or "**Fineqia**")
27 Hill Street, Third Floor, London, England, W1J 5LP
UK

Item 2 Date of Material Change

October 31, 2024

Item 3 News Release

A news release dated October 31, 2024 was disseminated to the Canadian Securities Exchange and through various other approved public media and filed on SEDAR+ with applicable securities commissions.

Item 4 Summary of Material Change(s)

The Company closed its non-brokered private placement (the "**Offering**"), raising \$2.1 million.

The Company issued 210,274,600 units (the "**Units**") to raise gross proceeds of \$1,926,734.89 and convert external debt of \$171,111.11 for a \$2,102,746 total.

Each Unit consisted of one common share of the Company (a "**Common Share**") priced at \$0.01 per share and one warrant (a "**Warrant**") exercisable at \$0.05 to purchase one Common Share for a period of three years from the closing of the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On October 31, 2024, the Company closed of the Offering and issued 210,274,600 Units to raise gross proceeds of \$1,926,734.89 and convert external debt of \$171,111.11 for a \$2,102,746 total.

Each Unit consisted of one Common Share priced at \$0.01 per share and one Warrant exercisable at \$0.05 to purchase one Common Share for a period of three years from the closing of the Offering.

The Company may, at its option, accelerate the expiry date of the Warrants, provided that the closing price of the Common Shares is at or above \$0.10 per share for any 20 consecutive trading day period at any time after four months and one day after the issuance of the Warrants. Warrant holders will be notified by the issue of a press release by the Company announcing such acceleration. In such a situation, the expiry date shall be deemed to be the 20th day following the date of issuance of the press release.

The Offering resulted in an over allotment of C\$602,746 or 60,274,600 Units.

The proceeds from the Offering will be used to enhance the Company's working capital.

The issuance of certain of the Units to Rangar Capital FZCO ("**Rangar FZCO**"), a company controlled by Bundeep Singh Rangar, the CEO and a director of the Company, pursuant to the Offering is considered a "related party transaction" as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company relied upon exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a), respectively, with respect to the issuance of the Units to the directors and officers.

Prior to the Offering, Bundeep Singh Rangar, indirectly through Rangar Capital Limited, a company owned by Mr. Rangar, beneficially owned and controlled 85,642,836 Common Shares, representing approximately 5.95% of the issued and outstanding Common Shares. Following the issuance of an aggregate of 100,855,558 Units under the Offering to Rangar FZCO, Bundeep Singh Rangar now beneficially owns and controls an aggregate of 186,498,394 Common Shares representing approximately 11.30% of the issued and outstanding Common Shares and, assuming exercise of 186,498,394 Warrants beneficially-owned or controlled, representing approximately 20.30% of the issued and outstanding Common Shares on a partially diluted basis.

Bundeep Singh Rangar disclosed his interest in the Offering to the Company and, as a director of the Company, abstained from voting on the approval thereof as it relates to the subscription of Rangar FZCO.

The Company relied upon exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(b), respectively, with respect to the issuance of the Units to the directors, and officers.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**"). Accordingly, these securities may not be offered or sold in the United States or to, or for the account or benefit of, a U.S. person or person in the United States (as such terms are defined in regulations under the 1933 Act), absent an exemption from the registration requirements of the 1933 Act and applicable state laws. This material change report shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful.

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

Warren Sergeant, CFO
Tel: +44 7818 711024

Item 9 Date of Report

November 7, 2024

FORWARD-LOOKING STATEMENTS

Some statements in this Material Change Report may contain forward-looking information (as defined under applicable Canadian securities laws) ("forward-looking statements"). All statements, other than of historical fact, that address activities, events or developments that Fineqia believes, expects or anticipates will or may occur in the future (including, without limitation, statements regarding potential acquisitions and financings) are forward-looking statements.

Forward-looking statements are generally identifiable by use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's ability to control or predict, that may cause the actual results of the Company to differ materially from those discussed in the forward-looking statements. Factors that could cause actual results or events to differ materially from current expectations include, among other things, without limitation, the failure to obtain sufficient financing, and other risks disclosed in the Company's public disclosure record on file with the relevant securities regulatory authorities. Any forward-looking statement speaks only as of the date on which it is made except as may be required by applicable securities laws. The Company disclaims any intent or obligation to update any forward-looking statement except to the extent required by applicable securities laws.