

**BC FORM 51-102F3  
MATERIAL CHANGE REPORT**

**ITEM 1. NAME AND ADDRESS OF COMPANY**

FTC Cards Inc. (the “Company”)  
33157 Tunbridge Avenue  
Mission, BC V2V 6X9

**ITEM 2. DATE OF MATERIAL CHANGE**

November 26, 2021

**ITEM 3. NEWS RELEASE**

The news release dated November 26, 2021 was filed on the Company’s SEDAR profile on November 26, 2021.

**ITEM 4. SUMMARY OF MATERIAL CHANGE**

The company announced that it has closed the second and final tranche of a non-brokered private placement financing comprised of 972,000 common shares, at a price of C\$0.50 per Common Share, for gross proceeds of C\$486,000.00.

**ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE**

Please refer to the Company’s news release dated November 26, 2021, which is attached as Schedule “A” to this Material Change Report.

**ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR 7.1(3) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**ITEM 7. OMITTED INFORMATION**

Not applicable.

**ITEM 8. SENIOR OFFICER**

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**ITEM 9. DATE OF REPORT**

November 26, 2021

**SCHEDULE “A”  
NEWS RELEASE**

**FTC CARDS INC.**  
33157 Tunbridge Avenue  
Mission, BC V2V 6X9

**FTC ANNOUNCES CLOSING OF FINAL TRANCHE OF NON-BROKERED  
BRIDGE FINANCING**

Vancouver, BC – November 26, 2021 – FTC Cards Inc. (“**FTC**”) is pleased to announce that, further to the news release dated November 5, 2021, it has closed the second and final tranche of its non-brokered private placement financing (the “**Bridge Financing**”). The final tranche of the Bridge Financing was comprised of 972,000 common shares (each, a “**Share**”), at a price of C\$0.50 per Share, for gross proceeds of C\$486,000.00.

The first tranche of the Bridge Financing was comprised of 1,528,000 Shares for gross proceeds of C\$764,000.00. Therefore, the aggregate of both tranches of the Bridge Financing included gross proceeds of C\$1.25 million.

It is expected that net proceeds from the Bridge Financing will be used by FTC for expenses related to the public listing transaction (the “**Transaction**”) with Beyond Oil Ltd. (“**Beyond Oil**”), for general working capital and for a secured loan to Beyond Oil (the “**Bridge Loan**”). It is expected that proceeds from the Bridge Loan will be used by Beyond Oil to begin implementing Beyond Oil’s business plan, for expenses related to the Transaction and for general working capital.

FTC and Beyond Oil entered into a secured loan agreement, promissory note and security agreement in respect of the Bridge Loan on November 15, 2021. Pursuant to these agreements:

- FTC loaned Beyond Oil US\$450,000 on November 15, 2021;
- FTC will loan Beyond Oil an additional US\$175,000 by December 15, 2021, subject to FTC receiving a detailed budget that is approved by FTC; and
- FTC will loan Beyond Oil an additional US\$175,000 by January 14, 2021, subject to FTC receiving a detailed budget that is approved by FTC.

All of the Shares issued pursuant to the final tranche of the Bridge Financing are subject to a statutory hold period ending on March 27, 2022. Finders’ fees in the amount of \$5,250.00 were paid in respect of the second tranche of the Bridge Financing.

For more information on the Transaction and Beyond Oil, see FTC’s news release dated September 27, 2021 that is available on its SEDAR profile at [www.sedar.com](http://www.sedar.com).

ON BEHALF OF THE BOARD:

*“Robert Kiesman”*

CEO AND CHAIRMAN

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### **Forward-Looking Statements**

This news release contains forward-looking statements relating to the timing and completion of the Transaction and other statements that are not historical facts. Forward-looking statements are often identified by terms such as “will”, “may”, “should”, “anticipate”, “expects” and similar expressions. All statements, other than statements of historical fact, included in this release are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the expectations of FTC Cards including the failure to satisfy the conditions to completion of the Transaction and other risks detailed from time to time in the filings made by FTC Cards with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of FTC Cards. As a result, FTC Cards cannot guarantee that the Transaction will be completed on the terms disclosed herein or at all. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and FTC Cards will only update or revise publicly any of the included forward-looking statements as expressly required by Canadian securities laws.