

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

Item 1 – Name and Address of Company

PeakBirch Commerce Inc. (formerly PeakBirch Logic Inc.)
400 – 837 West Hasting Street
Vancouver, British Columbia, V6C 3N6

Item 2 – Date of Material Change

February 24, 2022

Item 3 – News Release

PeakBirch Commerce Inc. ("**PeakBirch**" or the "**Company**") disseminated a news release via NewsFile on February 24, 2022 in respect of the material change and the news release was subsequently filed on SEDAR at www.sedar.com.

Item 4 – Summary of Material Change

On February 24, 2022, the Company announced that it had entered into an amending agreement (the "**Amending Agreement**"), amending the share exchange agreement dated October 28, 2021 (the "**Share Exchange Agreement**") between PeakBirch, Greenlite Crowdfunding Corp. ("**Greenlite**") and the shareholders of Greenlite (collectively, the "**Greenlite Vendors**", and together with PeakBirch and Greenlite, the "**Parties**"), previously announced in the Company's news release dated October 29, 2021, in connection with the Company's proposed acquisition (the "**Acquisition**") of all of the issued and outstanding shares of Greenlite (the "**Greenlite Shares**") from the Greenlite Vendors in exchange for common shares of PeakBirch (the "**PeakBirch Shares**"). In addition to the announcement of the Amending Agreement, the Company also announced that it has closed the Acquisition in full.

Item 5 – Full Description of Material Change

5.1 – Full Description of Material Change

In accordance with the terms and conditions of the Amending Agreement, the Parties agreed to amend the number of PeakBirch Shares to be issued to the Greenlite Vendors in consideration for the Greenlite Shares from 36,000,000 PeakBirch Shares to 27,272,727 PeakBirch Shares at a deemed price of \$0.05 per PeakBirch Share for a total valuation of \$1,363,636 on a post-Consolidation basis (as such term is defined below).

The Acquisition was subject to closing conditions typical of a transaction of this nature, as well as the consolidation of the PeakBirch Shares on the basis of one (1) post-consolidation PeakBirch Share for every three point three (3.3) pre-consolidation Common Shares, which consolidation ratio resulted in a trading price of \$0.05 per PeakBirch Share on the Canadian Securities Exchange (the "**Consolidation**"). The Consolidation was previously announced in the Company's news release dated February 22, 2022 and approved by shareholders of PeakBirch (the "**PeakBirch Shareholders**") at a special meeting of PeakBirch Shareholders held on December 13, 2021, as fully described in the Company's management information circular dated November 12, 2021, which can be accessed on the Company's SEDAR profile at www.sedar.com. Concurrently with the Consolidation, which was given effect on February 23, 2022, PeakBirch changed its name from "PeakBirch Logic Inc." to "PeakBirch Commerce Inc." (the "**Name**

Change”). There was no change to the Company’s trading symbol in connection with the Name Change. The Company’s common shares will continue to trade under the symbol “PKB” on the Canadian Securities Exchange, “KYH2” on the Frankfurt Exchange and “PKBFF” on the OTC-QB.

Immediately prior to closing the Acquisition, PeakBirch completed, as a condition to the Acquisition, an offering of PeakBirch Shares for aggregate gross proceeds of \$250,000 (the “**Concurrent Financing**”).

The Acquisition is also subject to certain post-closing conditions, including an obligation of PeakBirch to complete a private placement financing for aggregate gross proceeds of not less than \$500,000 within one month of the closing of the Acquisition. As a condition of closing, Greenlite maintained a cash balance of \$250,000 in cash at the time of closing. The Company requested a voluntary trading halt of the PeakBirch Shares effective February 22, 2022 pending the announcement of the Amending Agreement and the closing of the Acquisition. The trading halt of the PeakBirch Shares was lifted and the PeakBirch Shares resumed trading on Friday, February 25, 2022.

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

No significant facts remain confidential in, and no information has been omitted from, this report.

Item 8 – Executive Officer

Marc Mulvaney
Chief Executive Officer
(725) 218-3097

Item 9 – Date of Report

March 4, 2022.