

**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, BC, V6C 3N6

**Item 2 – Date of Material Change**

March 2, 2023

**Item 3 – News Release**

PeakBirch Commerce Inc. (“**PeakBirch**” or the “**Company**”) disseminated a news release via Canada Newswire on March 2, 2023 in respect of the material change and the news release was subsequently filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**Item 4 – Summary of Material Change**

On March 2, 2023, the Company announced that it was not able to meet its February 28, 2023 filing deadline to file audited annual financial statements, accompanying management’s discussion and analysis and related CEO and CFO certificates for the financial year ended October 31, 2022 (collectively, the “**Issuer Statements**”), and in connection therewith its principal regulator, the British Columbia Securities Commission (“**BCSC**”), issued a Management Cease Trade Order (“**MCTO**”) under National Policy 12-203 – Management Cease Trade Orders (“**NP 12-203**”).

**Item 5 – Full Description of Material Change**

*5.1 – Full Description of Material Change*

PeakBirch announced that it was not able to meet its February 28, 2023 filing deadline to file their Issuer Statements, and in connection therewith its principal regulator, the BCSC, has issued an MCTO under NP 12-203.

The failure to file the Issuer Statements is in connection with audit delays related to confirming certain information required as part of the audit of the Issuer Statements, in particular resulting from the recent acquisition of Greenlite Crowdfunding Corp. as well as changes in management that occurred during the financial year.

The MCTO restricts trading in securities of the Company by management of the Company until such time as the Issuer Statements have been filed and the MCTO is no longer in effect. The MCTO does not affect the ability of shareholders to trade their securities and the general investing public will continue to be able to trade in the Company’s common shares.

The Company’s finance and accounting teams are working diligently with its auditors and the Company expects to file the Issuer Statements as soon as possible. The Company will issue a news release once the Issuer Statements have been filed. Until the Company files the Issuer Statements, it will comply with the alternative information guidelines set out in NP 12-203 by issuing bi-weekly default status reports, in the form of news releases.

The Company confirms that since the date of the Default Announcement: (i) there has been no material change to the information set out in the Default Announcement that has not been generally disclosed; (ii) There have been no failures by the Company to fulfill its stated intentions with respect to satisfying the provisions of the alternative information reporting guidelines under NP 12-203; (iii) there has not been any other specified default by the Company under NP 12-203; and (iv) there is no material information concerning the affairs of the Company that has not been generally disclosed.

The Company is not currently subject to any insolvency proceedings. If the Company provides any information to any of its creditors or if there is any material information concerning the affairs of the Company during the period in which it is in default of filing the Issuer Statements, the Company confirms that it will also file material change reports on SEDAR containing such information as is required.

#### *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**

Usama Chaudhry  
Chief Financial Officer  
(604) 376-1429

#### **Item 9 – Date of Report**

April 20, 2023.