

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

Item 1 Name and Address of Company

Marble Financial Inc.
999 Canada Place, Suite 404
Vancouver, BC V6C 3E2

Item 2 Date of Material Change

April 12, 2021

Item 3 News Release

The news release attached hereto as Schedule "A" was issued by the Company and disseminated via The Newswire on April 12, 2021 is available on the Company's profile at www.sedar.com.

Item 4 Summary of Material Change

On April 12, 2021, the Company announced that it has closed the acquisition of Inverite Verification Inc.

Item 5 Full Description of Material Change

The news releases attached hereto as Schedule "A" provide a full description of the material change.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

None.

Item 8 Executive Officer

The executive officer who is knowledgeable about this material change report is Mike Marrandino, Executive Chairman of the Company, at (855) 661-2390 x104.

Item 9 Date of Report

April 14, 2021

SCHEDULE "A"
PRESS RELEASE

See attached.



FOR IMMEDIATE RELEASE

MARBLE FINANCIAL CLOSES ACQUISITION OF INVERITE VERIFICATIONS INC.

Vancouver, B.C, APRIL 12, 2021 – Marble Financial Inc. (CSE: MRBL; OTC: MRBLF; FSE:2V0) (“Marble” or the “Company”), an AI-driven financial technology company that educates and helps Canadians better understand and manage their current cashflow and credit towards a better financial future, is pleased to announce that further to the news release of January 18, 2021, the Company has closed the acquisition of Inverite Verification Inc. (“Inverite”), a leading Canadian financial technology provider for real-time access to financial data and insights.

Inverite boasts connectivity to 286 Financial Institutions’ (“FI”) access points which is 15X greater than its closest competitor in Canada. Inverite also has the highest (99% vs 93%) implied consumer coverage and the fastest processing time by a factor of two over its competition. Its leading AI-based model Risk Score is trained from millions of banking verification requests and loan behaviors. Inverite has an international presence with coverage of FI’s in the South American market and will continue to expand its AI offering as Marble expands into other global markets.

Amalgamating the power of Inverite’s Artificial Intelligence (“AI”) data aggregator with Marble’s AI data-driven personal finance platform, MyMarble, will be transformative for Marble’s insights and recommendation engine for customers. The combination will create a faster and cost-effective system for the new way of Canadian-led real-time bank verifications, uniquely enabling customers to quickly improve their financial situation. Inverite will be deeply integrated into every Marble product, transforming how Marble can provide a more holistic platform for its consumers and financial services providers looking to white label/co-brand the MyMarble.

“The amalgamation of customer data provides an opportunity for Marble to offer and deliver more efficient processing and approvals of credit solutions in-house or through our partner network of lenders and mortgage brokers, as an example. This is a very important part of our strategy of helping the UnderBanked come back into the mainstream. Ultimately, the consolidation of the consumer’s financial data creates an opportunity for us and our partners to access this information to provide new services and more robust solutions in the areas of personal finance, money management including savings, investment, tax and insurance” says Karim Nanji, Marble CEO.

“The Inverite acquisition is a defining moment for the company as we keep moving towards our goal of Financial Inclusion through Financial Fitness. We believe that by empowering our customers to better understand and manage their financial data, we can help them and their other financial service providers in improving their financial wellness. By helping our customers graduate back into the mainstream economy, Marble will be better suited to offer these customers account-based payment solutions to become active participants in the economy. The acquisition of Inverite will strengthen the MyMarble platform, giving consumers more control of their financial data. It will also allow our upcoming mobile app

to provide services using the holistic view of our customer's existing financial and banking data coupled with insights from their credit report. This is an exciting time for Marble as we welcome Lloyd and team into the marble family."

"Tighter integration of the two companies' technologies will allow us to develop new game-changing products and features to serve both our existing clients and to expand into new markets and verticals. Marble's unique expertise and experience in personal finance and credit solutions will provide a uniquely valuable perspective and insight into new ways to leverage consumer financial data in existing and future products and services. The additional resources the acquisition provides us will allow us to greatly expand our product development pipeline, bringing more data-driven products to market, faster."

"The Inverite team is all very excited to begin this new chapter as part of the Marble family and looking forward to solidifying our position as a leading financial data aggregator and provider of credit-decisioning services here in Canada and in International markets."

Under the terms of the definitive agreement, the Company acquired all of the issued and outstanding shares of Inverite for a purchase price of CDN\$1.5M plus an earn out provision calculation based on a multiple of Annual Incremental Revenue ("AIR") of Inverite over the two consecutive one-year periods following the closing of up to \$2.5M, payable in cash or shares at the option of Marble. The effective price of any Marble shares issued in satisfaction of the payment of any portion of the earn-out amount will be the greater of (i) the volume weighted average price of the Marble shares for the 10 consecutive trading days preceding the last day of the applicable earn-out period, and (ii) closing price of the Marble shares on the last trading day prior to the closing, which was \$0.235 per share.

Any shares that will be issued in satisfaction of the earn-out will be subject to a hold period under Canadian securities, expiring four months and one day following the date of issuance.

ON BEHALF OF THE BOARD OF DIRECTORS

Karim Nanji, CEO

About Inverite Verification Inc.: Inverite is a leading Canadian open banking and consumer-directed finance provider offering innovative, secure and cost-effective banking verification solutions to the financial services industry for income verification, credit decisioning, fraud reduction, and KYC/AML purposes. With support for over 285 Canadian financial institutions Inverite is the data provider of choice for many of Canada's leading lenders, Fintechs and Paytechs.

For further information, please visit the company's website at <https://www.inverite.com/>

About Marble Financial Inc. (CSE: MRBL; OTC: MRBLF; FSE:2V0) Marble's proprietary MyMarble platform utilizes the power of machine learning, data science, and artificial intelligence, in leveraging its proven data driven strategies through technology solutions Fast-Track, Score-Up, and Maestro to engage in and navigate a clear path towards financial wellbeing and a meaningful credit score, since 2016, Marble is proud to have empowered thousands of marginalized consumers to a positive financial future, and we continue to establish ourselves as leaders in financial wellness through the licensing of our proprietary products on the MyMarble Platform.

For further information, please visit the company's website at <https://mymarble.ca>

Mike Marrandino, Executive Chairman

T:(855) 661-2390 ext. 104 Email: ir@marblefinancial.ca

NEITHER THE CANADIAN SECURITIES EXCHANGE NOR ITS REGULATIONS SERVICES PROVIDER HAVE REVIEWED OR ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

Caution Regarding Forward-Looking Information

This release contains “forward-looking information” as such term is used in applicable Canadian securities laws, including statements regarding Inverite Verification Inc. The use of any of the words “target”, “plans”, “anticipate”, “continue”, “estimate”, “expect”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. Such forward-looking information is based on management’s expectations and assumptions, including statements relating to the Company’s plans with Inverite. In making the forward-looking statements included in this news release, the Company has applied several material assumptions, including but not limited to, that the Company’s financial condition and development plans do not change as a result of unforeseen events, and that the Company will receive all required regulatory approvals. Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Factors that could cause the forward-looking information in this news release to change or to be inaccurate include, but are not limited to, general economic, market or business conditions; changes in the Company’s financial condition and development plans; and other risks and uncertainties as set forth in the Company’s most recent continuous disclosure filings filed under the Company’s profile at www.sedar.com. Although the Company has attempted to take into account important factors that could cause actual costs or results to differ materially, there may be other factors that cause actual results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The forward-looking information included in this release is expressly qualified in its entirety by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.