

**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

October 17, 2022

Item 3 News Release

The news release attached hereto as Schedule “A” was issued by the Company and disseminated via Newsfile on October 18, 2022, is available on the Company’s profile at www.sedar.com.

Item 4 Summary of Material Change

On October 18, 2022, the Company announced that it has closed the acquisition of certain assets from eBunch Data & Development Ltd.

Item 5 Full Description of Material Change

The news release attached hereto as Schedule “A” provides 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

October 19, 2022

SCHEDULE "A"
PRESS RELEASE

See attached.

Marble Financial Closes Acquisition of eBunch Data & Development Ltd. Assets

Vancouver, British Columbia--(Newsfile Corp. - October 18, 2022) - **Marble Financial Inc. (CSE: MRBL) (OTC Pink: MRBLF) (FSE: 2V0) ("Marble" or the "Company")**, an AI-driven financial technology company, is pleased to announce that further to the news release of September 7, 2022, the Company has closed the acquisition of the certain assets comprising the Autocarz technology of eBunch Data & Development Ltd., ("eBunch" or the "Vendor"), an innovative Canadian digital marketing firm that specializes in generating more qualified leads per dollar spent for retailers. eBunch, is a subsidiary of Foundation Automotive Corp. ("Foundation").

Under the terms of the definitive agreement, Accumulate.AI Software Ltd. (the "Purchaser"), a wholly owned subsidiary of Marble, acquired the Autocarz technology assets relating to the Vendor's inventory management system for auto dealerships and related assets (the "Autocarz Business") from the Vendor for consideration of up to CDN\$550,000 (the "Purchase Price"). The Purchase Price payable by the Purchaser is comprised of: (i) a cash payment of \$125,000 paid by the Purchaser on closing, and (ii) an earn-out of up to \$425,000 (the "Earn-Out") equal to 33-1/3% of the net income of the acquired Vendor's business realized during the eight successive quarterly financial reporting periods following the closing date (each, a "Financial Quarter").

The Earn-Out, if any, will be payable in the form of common shares of Marble issued from treasury, calculated based on the volume weighted average closing trading price (VWAP) of Marble common shares on the Canadian Stock Exchange for the five prior trading days ending three trading days prior to the end of each financial quarter. The Vendor's right to the Earn-Out shall cease and be of no further effect if the net income of the Vendor's business is negative for two successive financial quarters during the Earn-Out period or if the Earn-Out amount paid by the Purchaser has reached the maximum amount payable, being \$425,000 and in any event, will terminate following the final calculation period ending on June 30, 2023.

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.

eBunch is a digital marketing technology company that generates more highly qualified leads for multiple industries across Canada. The company has developed proprietary IP and AI driven technology to help internal teams reach their ideal customer base. This is achieved using targeted advertising campaigns across multi-channel platforms, which have been most successful within the automotive industry, where eBunch's expertise lies in combining creative concepts and high-grade strategy.

Accumulate.AI, a new subsidiary of Marble, will offer businesses across Canada a full-scale revenue-generating eco-system to optimize their marketing budgets. This will be achieved by combining the Autocarz Business' online lead generation technology and their team, with MyMarble's financial wellness engagement platform and Inverite's open banking income verification service. Accumulate.AI will provide Marble with a new revenue stream by delivering high-quality cost-per-lead programs for partners, while utilizing Marble's technology to automatically nurture unqualified prospects to become qualified consumers who are more likely to purchase in the future.

"We are excited to announce our acquisition of the Autocarz Business to create our new landmark solution, Accumulate.ai. This transaction empowers Marble with the ability to enter new markets while also providing existing partners an opportunity to optimize their marketing spend towards higher ROI. Coupled with Marble's proprietary financial wellness technology platform, we will not only be able to help our partners acquire new customers but also, partners will be able to re-acquire customers that they were not able to monetize previously," says Karim Nanji, CEO of Marble. "The addition of the services provided by the Autocarz Business to Marble's existing capabilities is transformational for both the

company and the industry. It provides a platform for growth in industries like mortgages and automotive and complements other areas of the financial services ecosystem in which Marble already participates. With Accumulate.ai, Marble solutions will optimize marketing ROI for our partners, increase volume and propensity for customers to transact with our partners and enhance engagement and loyalty for our partners."

"The future is bright for lending and automotive industry professionals who are embracing fintech innovations like Accumulate.AI," says Rich Elliott, Head of Marketing at Marble. "COVID-19 and recent economic events have increased digital engagement, which will only grow with time as technology like ours becomes more advanced. We're excited because Accumulate.AI offers our partners the opportunity to pull ahead of their competition by improving customers' digital experiences through artificial intelligence while sticking to our mission of nourishing the confidence people need to redefine their finances more broadly."

The Company has also granted an aggregate of two million stock options under the Company's stock option plan. One million granted to independent directors have a term of five years and vest in equal one-quarter amounts on the date of grant and each of the first year, second year and third year anniversaries from the date of grant. The balance of one million stock options has been granted to the CEO with a term of five years and vest as follows: Commencing October 01, 2022, and on a go forward basis until December 31st, 2023, for each \$100,000 in positive EBITDA growth compared to the previous financial quarter, 200,000 stock options granted will vest. The stock options are issued at \$0.10 per share.

ON BEHALF OF THE BOARD OF DIRECTORS

Karim Nanji, CEO

About eBunch Data & Development Ltd.

eBunch is an information technology business that has developed a proprietary marketing platform which provides interest and re-qualification criteria to automotive dealers and service based businesses. In accordance with the terms of the definitive agreement, and forthwith following closing of the transaction, eBunch will be changing its name to "Konect NLP AI Inc."

For further information about eBunch, please visit: ebunch.ca

About Foundation Automotive Corp.

Foundation is a growing international automotive group with dealerships in Canada and the United States. They are focused on consistently elevating employee and customer experience through trust, transparency and innovation.

For further information about Foundation, please visit: www.foundationauto.com

About Accumulate.AI Software Limited

Accumulate.AI is a marketing technology company specializing in high-quality lead generation and nurturing, utilizing the power of machine learning to generate qualified consumers while rehabilitating unqualified leads into approved ones. With this innovative approach, we ensure that your business will see increased sales volume with more potential clients coming through its doors faster than ever.

For further information about Accumulate.AI please visit: accumulate.ai

About Marble Financial Inc. (CSE: MRBL) (OTCQB: 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

Connect, Inverite, MyMarble, Fast-Track, Learn and Boost 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 and through Inverite.

For further information about Marble, please visit: mymarble.ca

Mike Marrandino, Executive Chairman

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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 eBunch Data & Development Ltd. 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 the Autocarz Business. 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 subsequent 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.



To view the source version of this press release, please visit

<https://www.newsfilecorp.com/release/140910>