

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

**1. Name and Address of Company**

POSaBIT Systems Corporation (the “**Corporation**”)  
1128 8th St.  
Kirkland, WA 98033

**2. Date of Material Change**

June 21, 2022

**3. News Release**

On June 21, 2022, a news release in respect of the material change was disseminated through the facilities of Business Wire. A copy of the news release is available under the Corporation’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**4. Summary of Material Change**

On June 21, 2022, the Corporation announced a non-brokered private placement offering of 5,861,941 units of the Corporation (the “**Units**”) at a subscription price of CAD\$0.80 per Unit, for aggregate proceeds of CAD\$4,689,552.80 (the “**Offering**”). The Offering closed on June 29, 2022.

**5. Full Description of Material Change**

On June 21, 2022, the Corporation announced a non-brokered private placement offering of 5,861,941 Units, at a subscription price of CAD\$0.80 per Unit, for aggregate proceeds of CAD\$4,689,552.80. The Offering closed on June 29, 2022. Pursuant to the Offering, 4,500,000 Units were issued to existing investors of the Corporation (the “**Existing Investors**”) who, concurrently with the closing of the Offering, exercised 600,063 previously issued Common Share (as defined herein) purchase warrants for additional gross proceeds to the Corporation of approximately CAD\$0.2 million.

Each Unit consisted of one (1) common share of the Corporation (a “**Common Share**”) and three-quarters (3/4) of one Common Share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant issued to Existing Investors is exercisable at CAD\$1.00 and each Warrant issued to all other investors is exercisable at CAD\$1.05. Each Warrant entitles the holder thereof to acquire one (1) Common Share for a period of three (3) years from the date of issuance, subject to acceleration in the event the Common Shares trade on the Canadian Securities Exchange at or above CAD\$1.50 for a period of twenty (20) consecutive trading days.

**6. Reliance on subsection 7.1(2) of National Instrument 51-102**

N/A.

**7. Omitted Information**

No information has been omitted on the basis that it is confidential information.

**8. Executive Officer**

For further information, please contact Stephen M. Gledhill, Chief Financial Officer of the Corporation, at 416-347-0197.

**9. Date of Report**

July 4, 2022.