

XIGEM TECHNOLOGIES CORPORATION

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

Item 1: Name and Address of Company

Xigem Technologies Corporation (the “Company” or “Xigem”)
2704 – 401 Bay Street
Toronto, Ontario
M5H 2Y4

Item 2: Date of Material Change

August 6, 2021.

Item 3: News Release

A news release was issued and disseminated on August 9, 2021 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule “A”.

Item 4: Summary of Material Change

The Company announced that it has completed the acquisition of cloud-based, peer-to-peer payment app FOOi from FOOi Inc.

Item 5.1: Full Description of Material Change

For a full description of the material change, see Schedule “A”.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

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

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Brian Kalish, CEO
Telephone: 647-250-9824 ext. 4
Email: investors@xigemtechnologies.com

Item 9: Date of Report

This report is dated as of the 20th of August, 2021.

SCHEDULE “A”



Xigem Technologies Closes Acquisition of Peer-to-Peer Payment App FOOi

Purchase Adds Key Component to iAgent and Company’s Portfolio of Remote Economy Technologies

TORONTO, ON, August 9, 2021 – Xigem Technologies Corporation (CSE:XIGM) (FSE:2C1) (“**Xigem**” or the “**Company**”), a technology provider for the emerging remote economy, is pleased to announce that it has completed the [previously announced](#) acquisition of cloud-based, peer-to-peer payment app FOOi (the “**Transaction**”).

Under the terms of the acquisition agreement, Xigem has acquired substantially all of the assets of FOOi Inc. (the “**Vendor**”) for consideration of \$500,000 (the “**Purchase Price**”) to be satisfied by the issuance of 1,666,667 common shares in the capital of Xigem at a deemed price equal to \$0.30 per share (the “**Consideration Shares**”).

“FOOi is an easy-to-use and low-cost app that is well suited to small-to-medium enterprises, foundations and individuals wishing to complete payment transactions remotely. We are pursuing opportunities to integrate it with our iAgent platform as well as other technologies planned for our portfolio,” said Brian Kalish, co-founder and CEO of Xigem.

FOOi is a mobile app that facilitates digital payments through peer-to-peer and peer-to-business financial transactions. Users can “share money in the moment” by opening the app and tapping on the person or organization to whom they would like to transfer funds. FOOi features a simplified sign-up process, allowing users to complete transactions within minutes of installation by quickly and securely connecting credit cards and debit cards to their FOOi accounts. More information is available at www.fooi.ca.

Integrated with iAgent, Xigem’s platform technology, FOOi can create a unique environment for the Company’s clients and their users. The Company expects FOOi to become a valuable asset to iAgent as it supports completing the circle of functionality and enhancing its customer relationship management efficacy.

The mobile payment market was valued at US\$1.48 trillion in 2019, and is projected to exceed US\$12 trillion by 2027, representing an average growth rate of 30% from 2020 to 2027.¹ Factors driving the growth include the ongoing penetration of smartphones and growth in mobile commerce, as well as an increase in demand for fast and hassle-free transaction services. In addition, a desire for contactless payments among retail consumers during the COVID-19 pandemic has accelerated adoption.

The Vendor has agreed to use any proceeds received from the sale of the Consideration Shares to purchase a secured, interest-bearing note from Baron Auto Group (“**BAG**”). BAG is a quickly growing non-prime lender in the Canadian automobile market serving hundreds of clients, and is expected to be a customer of Xigem’s where it would employ both iAgent and potentially the FOOi technology. While Brian Kalish is the Chief Executive Officer of Xigem, he is also the interim Chief Executive Officer of BAG, but is not a shareholder or debtholder, and receives no compensation from BAG. While the Transaction is not a “related party transaction” within the meaning of Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions*, the Company nonetheless took steps to mediate the conflict of interest created by Mr. Kalish’s roles in the Transaction. To that end, Mr.

¹ Source: Allied Market Research, [Mobile Payment Market Outlook 2027](#).

Kalish abstained from voting on the approval of the Transaction, and the Company has, as a condition to closing the transaction, obtained a valuation report in respect of FOOi prepared by a Chartered Business Valuator, which concluded that FOOi has a value equivalent to at least the Purchase Price.

About Xigem Technologies Corporation

Established in Toronto, Ontario, Xigem is positioned to become a leading software-as-a-service technology platform for the emerging near trillion dollar remote economy, with software capable of improving the capacity, productivity, and overall remote operations for businesses, consumers and other organizations. iAgent, the Company's patented technology, will provide organizations, businesses and consumers with the tools necessary to thrive in a vast array of remote working, learning and treatment environments.

www.xigemtechnologies.com

Instagram: [@xigemtechnologies](https://www.instagram.com/xigemtechnologies)

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LinkedIn: www.linkedin.com/company/xigem-technologies

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain information in this news release constitutes forward-looking statements under applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward looking statements are often identified by terms such as "may", "should", "anticipate", "expect", "potential", "believe", "intend" or the negative of these terms and similar expressions. In particular, forward-looking statements in this news release include, but are not limited to, statements with respect to (i) the Company's plans to integrate FOOi into its iAgent technology platform, and (ii) the Company's plans to continue to acquire and invest in complementary technologies. Forward-looking statements necessarily involve known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such forward-looking statements. Such risks and factors include, but are not limited to (i) the Company's plans to integrate FOOi into its iAgent technology platform, and (ii) the Company's inability to secure or maintain regulatory, exchange and/or other approvals necessary to continue its business operations as proposed. Although the management believes that the expectations and assumptions on which such forward looking information is based are reasonable, readers are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. The forward-looking statements included in this news release are made as of the date of this news release and the Company does not undertake an obligation to publicly update such forward-looking statements to reflect new information, subsequent events or otherwise unless required by applicable securities laws. Forward-looking statements, forward-looking financial information and other metrics presented herein are not intended as guidance or projections for the periods referenced herein or any future periods, and in particular, past performance is not an indicator of future results and the results of the Company in this news release may not be indicative of, and are not an estimate, forecast or projection of the Company's future results. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

SOURCE: Xigem Technologies Corporation

On behalf of the Company:
Brian Kalish, Chief Executive Officer

For further information:

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