

**XIGEM TECHNOLOGIES CORPORATION
FORM 51-102F3**

**MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

1. **Name and Address of Company**

Xigem Technologies Corporation (the “**Company**”)
2704-401 Bay Street, Box 4, Toronto, Ontario, M5H 2Y4

2. **Date of Material Change**

October 20, 2023

3. **News Release**

A news release with respect to the material change referred to in this report was disseminated through Newsfile on October 20, 2023, and filed on the system for electronic document analysis and retrieval (SEDAR).

4. **Summary of Material Change**

On October 20, 2023, the Company announced that it had closed a shares for debt transaction

5. **Full Description of Material Change**

On October 20, 2023, the Company announced that [pursuant to its previously announced shares for debt settlement](#) of October 13, 2023, it had entered into debt settlement agreements with certain of its creditors (together, the “**Creditors**”) to issue 17,402,120 common shares (the “**Settlement Shares**”) to such Creditors in exchange for outstanding accounts payable totaling \$522,063.60 (the “**Shares for Debt Transaction**”) owing to the Creditors. The Settlement Shares are being issued at a price of \$0.03, in accordance with the policies of the Canadian Securities Exchange (the “**CSE**”). The Creditors include certain related parties of the Company, being: Brian Kalish, the CEO and a director of the Company, Igor Kostiuoutchenko, the CFO of the Company, and Stephen Coates, a director of the Company (collectively, the “**Related Parties**”), who will receive an aggregate of 6,132,216 Settlement Shares. Every other Creditor is an arm’s length party. The Company is completing the Shares for Debt Transaction to improve its financial position in an effort to support its planned future growth, and it is anticipated that the Settlement Shares will be issued on or before Friday October 20, 2023.

All Settlement Shares will be subject to a four-month and one-day hold period. No new control person of the Company will be created pursuant to the Shares for Debt Transaction.

The Shares for Debt Transaction by the Related Parties constitutes a “related party transaction” as such term is defined by Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company was

exempt from the MI 61-101 valuation and minority approval requirements for related party transactions in connection with the Offering under sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involves Related Parties, exceeds 25% of the Company's market capitalization (as determined under MI 61-101).

6. **Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

7. **Omitted Information**

Not applicable.

8. **Executive Officer**

For further information, contact Brian Kalish, CEO of Xigem Technologies Corporation at (647) 250-9824 ext.4
Email: investors@xigemtechnologies.com

9. **Date of Report**

October 24, 2023