

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

XTM Inc.
67 Mowat Suite 437
Toronto, ON M6K 3E3

Item 2 Date of Material Change

November 15, 2022

Item 3 News Release

A news release was issued by XTM Inc. (the "**Company**") and subsequently filed on SEDAR on November 16, 2022.

Item 4 Summary of Material Change

XTM Inc., a Miami and Toronto-based Fintech innovator disseminating earned wages and providing gratuities access to service workers in the hospitality and personal care space, announces that it has changed its auditors from MNP LLP ("**Former Auditor**") RSM Canada LLP ("**Successor Auditor**") effective November 15, 2022.

Item 5 Full Description of Material Change

See the news release attached as Schedule "A" hereto.

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

Not Applicable.

Item 7 Omitted Information

Not Applicable.

Item 8 Executive Officer

To obtain further information please contact: Paul Dowdall, CFO, at 416-260-1641.

ITEM 9. DATE OF REPORT

DATED at Toronto, ON this 16th day of November, 2022.

SCHEDULE 'A'

XTM INC. ANNOUNCES CHANGE OF AUDITOR

MIAMI, TORONTO – November 16, 2022 – XTM Inc. (“**XTM**” or the “**Company**”) (QB:XTMIF / CSE:PAID / FSE:7XT), a Miami and Toronto-based Fintech innovator disseminating earned wages and providing gratuities access to service workers in the hospitality and personal care space, announces that it has changed its auditors from MNP LLP (“**Former Auditor**”) RSM Canada LLP (“**Successor Auditor**”) effective November 15, 2022.

At the request of the Company, the Former Auditor resigned as the auditor of the Company effective November 15, 2022 and the Company’s board of directors, on the recommendation of its Audit Committee, appointed the Successor Auditor as the Company’s auditor effective November 15, 2022, until the next annual or special meeting of the Company’s shareholders. There were no reservations in the Former Auditor’s audit reports for any financial period during which the Former Auditor was the Company’s auditor. There are no "reportable events" (as the term is defined in National Instrument 51-102 - *Continuous Disclosure Obligations* ("**NI 51-102**")) between the Company and the Former Auditor.

In accordance with NI 51-102, the notice of change of auditor, together with the required letters from the Former Auditor and the Successor Auditor, have been reviewed by the Company’s Audit Committee and filed on SEDAR.

ABOUT XTM

XTM, www.xtminc.com, is a Miami and Toronto-based fintech innovator in the neo-banking space, helping businesses and service workers in the hospitality and personal care space disseminate and access earned wages and gratuities. XTM’s Today™ Solution, comprised of a free mobile app and a Visa or Mastercard debit card with free banking features, is used by thousands of restaurants, salons and staff across Canada and the United States. XTM is a global card issuer and real-time payment specialist, and our technology is used by Restaurants and Salons at no charge to automate and expedite worker payouts and eliminate cash from their ecosystems. XTM’s Today solution drives enterprise value with efficiency and a bespoke user experience designed specifically for restaurateurs and personal care services.

For further information please visit xtminc.com or contact:

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finance@xtminc.com

416-260-1641

The CSE has not approved the contents of this news release, and the CSE does not accept responsibility for the adequacy or accuracy of this release.