

Form 51-102F3
Material Change Report

PART 2 CONTENT OF MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

EYEFI Group Technologies Inc.
Building 17, 71 Victoria Crescent,
Abbotsford, Victoria, 3067, Australia.

Item 2 Date of Material Change

November 29, 2022

Item 3 News Release

November 29, 2022
Filed on the Canadian Securities Exchange (“CSE”) website, Sedar and AccessWire.

The news release is attached to this report.

Item 4 Summary of Material Change

The Company announces it has secured a Convertible Note for AUD \$250,000.

Item 5 Full Description of Material Change

The Issuer is pleased to announce it has secured AUD \$250,000 to help accelerate sales activity in line with the upcoming launch of the EYEFi Cloud Connect product. As previously announced, the first batch of 40,000 licenses have been issued to distributors and resellers and EYEFi is working to convert these licenses into recurring monthly sales revenue.

The size of the funding was purposely small and targeted towards specific sales activities. Under the terms of the agreement, EYEFi has signed a 12-month Convertible Note Agreement for AUD \$250,000 with 10% interest (paid upfront) with a conversion price at CAD\$0.38, issuing 592,105 shares on conversion. A penalty interest of 5% is payable if the loan is not repaid by the due date. The Company has also issued 592,105 Warrants with an exercise price of CAD \$0.40 expiring 25 November 2024.

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

N/A

Item 7 Omitted Information

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

Item 8**Executive Officer**

Simon Langdon, CEO

Telephone: +613 9417 5777

Email: info@eyefigroup.com

Item 9**Date of Report**

November 29, 2022



EYEFI GROUP TECHNOLOGIES INC.

NEWS RELEASE

EYEFI SECURES FUNDING TO ACCELERATE SALES ACTIVITY

Nov 29, 2022 – Toronto, Canada – EYEFI Group Technologies Inc. (CSE: EGTI) (OTC: EGTTF) (“EYEFI”) is pleased to announce it has secured AUD \$250,000 to help accelerate sales activity in line with the upcoming launch of the EYEFI Cloud Connect product. As previously announced, the first batch of 40,000 licenses have been issued to distributors/resellers and EYEFI is working to convert these licenses into recurring monthly sales revenue.

The size of the funding was purposely small and targeted towards specific sales activities. Under the terms of the agreement, EYEFI has signed a 12-month Convertible Note Agreement for AUD \$250,000 with 10% interest (paid upfront) with a conversion price at CAD\$0.38, issuing 592,105 shares on conversion. A penalty interest of 5% is payable if the loan is not repaid by the due date. The Company has also issued 592,105 Warrants with an exercise price of CAD \$0.40 expiring 25 November 2024.

More information about EYEFI can be found [here](#)

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About EYEFI in detail:

EYEFI is connecting the world's people and devices with the world around them, in real-time and in ways not previously possible.

EYEFI is a software and electronics engineering company that has developed, patented and commercialized an innovative spatial technology; spatial, predictive, approximation and radial convolution (SPARC) and an associated product suite, that turns sensors, cameras and smartphones (fixed, mobile, airborne, portable or handheld) into geo-target co-ordinate acquisition devices. EYEFI has also developed IIoT sensor hardware and associated cloud software, as a second pillar within its product offering. EYEFI Cloud is a next generation cloud platform that provides a secure and centralized environment where customers can manage their EYEFI product deployments and applications.

On behalf of the board of directors of
EYEFI GROUP TECHNOLOGIES INC.

“Simon Langdon”
Simon Langdon, CEO

For more information contact:

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FORWARD LOOKING INFORMATION

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information.

The forward-looking statements are based on the reasonable assumptions, estimates, opinions and analyses of management made in light of its experience and perception of historical trends in the delivery of services through its Cloud, current conditions, expected future developments and other factors management of EYEFI believes are appropriate, relevant and reasonable in the circumstances at the date that such statements are made. All of these assumptions, estimates and opinions will necessarily be subject to change due to future events and other circumstances outside the control of EYEFI, including the effect of the Covid 19 virus. EYEFI has based the forward looking information on various material assumptions, including: despite the threat of the Covid 19 virus, EYEFI will sustain or increase profitability although on a slower projection then previously planned, and will be able to fund its operations with existing capital and projected revenue from its current agreements with its Channel Partners; EYEFI will be able to attract and retain key personnel in future if required; the general business, economic, financial market, regulatory and political conditions in which EYEFI operates will remain positive as its services can be provided in EYEFI's Cloud although deliver of its hardware may be affect by supply chain disruptions; that the general regulatory environment will not change in a manner adverse to the business of EYEFI; the tax treatment of EYEFI and its subsidiary will remain constant and EYEFI will not become subject to any material legal proceedings; the economy generally; competition, and anticipated and unanticipated costs.

Accordingly, readers should not place undue reliance on the forward-looking statements, timelines and information contained in this news release. Readers are cautioned that the foregoing list of factors, assumptions and exclusions is not exhaustive.

The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the Canadian Securities Exchange. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.