

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

Item 1. Name and Address of Company

FendX Technologies Inc. (the “**Company**”)
2010 Winston Park Dr., 2nd Floor
Oakville, ON L6H 5R7

Item 2. Date of Material Change

March 20, 2023

Item 3. News Release

The News Release dated March 20, 2023 was disseminated by Newsfile Corp. on March 20, 2023.

Item 4. Summary of Material Change

The Company announced that the Company’s common shares are approved for listing on the Canadian Securities Exchange (the “**CSE**”) effective March 20, 2023 (the “**Listing Date**”) and will commence trading on the CSE at the market open on Monday, March 20, 2023, under the symbol “FNDX”.

On February 1, 2023, FendX was issued a receipt (the “**Receipt**”) for its final long-form prospectus dated January 31, 2023 (the “**Prospectus**”), which is available under the Company’s profile on SEDAR at www.sedar.com.

On April 28, 2022, the Company completed a non-brokered private placement (the “**Subscription Receipt Private Placement**”) of 13,338,000 subscription receipts (each, a “**Subscription Receipt**”) raising aggregate gross proceeds of \$4,001,400 at a price of \$0.30 per Subscription Receipt. The gross proceeds of the Subscription Receipt Private Placement were being held in escrow by Endeavor Trust Corporation, as the subscription receipt escrow agent (the “**Subscription Receipt Agent**”). Upon obtaining the Receipt, the Company satisfied the escrow release condition and the Subscription Receipt Agent released the gross proceeds to the Company and each Subscription Receipt automatically converted into one unit of the Company (each, a “**Unit**”). Each Unit consists of one common share and one-half of one transferable share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase an additional common share at an exercise price of \$0.50 per share until February 1, 2025, subject to an acceleration right of the Company. The Company paid/issued finders fees totaling \$112,752 in cash and 609,680 common shares. The Company also issued an aggregate of 985,520 broker warrants to finders. Please refer to the Prospectus for more information on the Subscription Receipt Private Placement.

As of the Listing Date, FendX has 51,913,453 common shares outstanding. An aggregate of 36,469,666 common shares are subject to voluntary pooling and escrow restrictions of which: a) 16,500,001 common shares (including 1,500,001 shares which are also subject to escrow pursuant to National Policy 46-201) are subject to restrictions such that 55% of these shares will be released on the date that is 18 months after the Listing Date, and further 15% releases on the dates that are 24, 30 and 36 months after the Listing Date; b) 1,435,000 common shares are subject to escrow such that 100% of these shares will be

released on the date that is 18 months after the Listing Date; c) 8,200,000 common shares are subject to restrictions such that 10% will be released on the Listing Date and an additional 15% will be released on each of the dates that is 3 months, 6 months, 9 months, 12 months, 15 months and 18 months after the Listing Date; and d) 10,334,665 common shares are subject to restrictions such that 20% will be released on the date that is 4 months and one day after the Listing Date, 20% will be released on the date that is 6 months and one day after the Listing Date, and 30% will be released on each of the dates that are 9 months and one day and 12 months and one day after the Listing Date.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 above and in the News Release attached hereto.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

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

Not Applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Please contact Carolyn Myers, Director, Chief Executive Officer, at 1-800-344-9868.

Item 9. Date of Report

March 21, 2023