

**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

May 8, 2024

Item 3. News Release

The News Release dated May 8, 2024 was disseminated by Newsfile Corp. on May 8, 2024.

Item 4. Summary of Material Change

On May 8, 2024, the Company announced that it has completed the final closing of its non-brokered private placement (the “**Offering**”) and has issued 2,625,000 units (each, a “**Unit**”) at a price of \$0.20 per Unit raising gross proceeds of \$525,000. The Company has raised aggregate gross proceeds of \$2,025,000 pursuant to the closings of the Offering.

Each Unit is comprised of one common share (each, a “**Share**”) in the capital of the Company and one transferable share purchase warrant (each, a “**Warrant**”). Each Warrant is exercisable for one Share (a “**Warrant Share**”) at a price of \$0.40 per Warrant Share for a period of three years after the closing date, subject to an acceleration right, as described in the Company’s press release dated December 20, 2023. In connection with the closing, the Company paid finders fees to eligible finders comprised of 202,000 finder units and issued 202,000 finder warrants. Each finder unit is comprised of one Unit and each finder warrant is exercisable into one common share at an exercise price of \$0.20 for 36 months from the closing date of the Offering.

The Company intends to use the net proceeds from the Offering to advance the Company’s scale-up activities on its REPELWRAP™ film, continue development of its spray technology and for general corporate purposes, including investor relations.

Closing of the Offering is subject to receipt of all necessary regulatory approvals, including from the CSE. All securities issued in relation to the Offering are subject to a hold period expiring four months and one day after the closing date, in accordance with applicable securities laws.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The material changes are fully described in Item 4 above.

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

May 8, 2024