

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

Item 1: Name and Address of Company

RDARS Inc. (the “Company”)
2 Covington Road, Suite 507
North York, Ontario
M6A 3E2

Item 2: Date of Material Change

May 4, 2023.

Item 3: News Release

The news release was disseminated via Newsfile Corp. on May 4, 2023 and was filed on SEDAR at www.sedar.com.

Item 4: Summary of Material Change

On May 4, 2023, the Company announced that it has closed a non-brokered private placement (the “**Financing**”) of unsecured convertible debenture (“**Debenture**”) for aggregate proceeds to the Company of \$513,520.

The Debentures sold in the Financing carry a principal amount of \$641,900 including an original issuance discount, will not bear interest, and mature on May 4, 2024. Holders of the Debentures will be entitled to convert the Debentures at any time following the Consolidation (as defined below) at a deemed price of \$0.15 per post-Consolidation common share. The Company intends to use the proceeds from the Financing towards debt repayment and general working capital.

Further, the Company plans to consolidate (the “**Consolidation**”) its pre-Consolidation common shares on the basis of 10 pre-Consolidation common shares for one (1) post-Consolidation common share. The Company anticipates receiving shareholder approval for the Consolidation at a shareholders’ meeting to be held on May 31, 2023.

All securities issued or issuable pursuant to the Financing are subject to a statutory hold period of four months plus one day from the date of issuance, in accordance with applicable securities legislation.

Item 5.1: Full Description of Material Change

See Item 4 above.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)

Not applicable.

Item 7: Omitted Information

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

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Charles Zwebner
Chief Executive Officer
Tel: (786) 564-5602
Email: charles.zwebner@rdars.com

Item 9: Date of Report

May 12, 2023.