

51-102F3
MATERIAL CHANGE REPORT [F]

Item 1 Name and Address of Company

FintechWerx International Software Services Inc. (the “Company”)
1275 W 6th Avenue, Suite 315
Vancouver, BC V6H 1A6

Item 2 Date of Material Change

May 29, 2024

Item 3 News Release

The news release dated May 30, 2024 was disseminated by Stockwatch on May 30, 2024.

Item 4 Summary of Material Change

The Company announced that it has appointed Claudio Lai as the Chief Technology Officer of the Company’s subsidiary, Smartwerx Solutions Inc.

The Company also announced that it has terminated the two amalgamation agreements referenced in its March 15, 2024 press release.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company appointed Claudio Lai as the Chief Technology Officer of the Company’s subsidiary, Smartwerx Solutions Inc. With a rich background spanning decades in payments technology and media, Mr. Lai brings a wealth of experience and innovation to his new role.

Born in Rome, Italy, Claudio Lai’s journey led him to Sydney, Australia, where he graduated from Newington College in 1988. His early career saw him immersed in the media industry, working with the Australian Broadcasting Corporation (ABC-Channel 2) and spearheading independent documentary projects.

In pursuit of his passion, Mr. Lai ventured to the United States, graduating from the University of Southern California’s prestigious Film Department in 1993. His career trajectory saw him directing acclaimed television series for PBS, including the hit show “Healthy Living” starring Jane Seymour.

In 2007, Mr. Lai founded FluidCast Technologies, marking a pivotal moment in his entrepreneurial journey. Under his leadership, the company pioneered next-generation cloud-based content monetization solutions, carving a niche in the technology landscape.

Mr. Lai diversified FluidCast Technologies in 2016, establishing branches focused on virtual reality (VR) and augmented reality (AR) technologies. These ventures, including FluidCast VR

and Implied Motion, positioned the company as a frontrunner in immersive media production and software development.

Mr. Lai's visionary leadership has garnered notable clients, including NASA and prominent educational institutions, further solidifying his reputation as a trailblazer in the field. Currently, Lai is spearheading innovative VR/AR projects that revolutionize educational experiences, showcasing his commitment to pushing the boundaries of technology and media integration.

Claudio Lai assumes his role as CTO as the Company continues to develop and deploy its merchant enrollment and payment gateway services. Under Mr. Lai's leadership, the Company continues its pursuit of technological advancement and payments innovation.

The Company terminated the two amalgamation agreements referenced in its March 15, 2024 press release.

The agreements relate to two transactions, which the board elected to terminate at its May 23, 2024 board meeting:

1. Amalgamation Agreement dated as of March 13, 2024 with Smartwerx Solutions Inc. and 1378871 BC Ltd.
2. Amalgamation Agreement dated March 13, 2024 with Smartwerx and 1396015 BC Ltd. ("**NumberCo**") pursuant to which SmartWerx was to amalgamate with NumberCo.

The Company retains the opportunity to reopen discussions on these transactions at a later time.

5.2 Disclosure for Restructuring Transactions

Not Applicable

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

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

Nafees Khan, President, (604) 992-5125

Item 9 Date of Report

May 30, 2024