

51-102F3  
MATERIAL CHANGE REPORT

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

October 30, 2024

**Item 3 News Release**

The news release dated October 30, 2024 was issued by TheNewswire on October 30, 2024 and Stockwatch on October 30, 2024.

**Item 4 Summary of Material Change**

On October 30, 2024, the Company announced that, it has entered into an amalgamation agreement (the “**Amalgamation Agreement**”) among Smartwerx Solutions Inc. (“**SmartWerx**”), its wholly-owned subsidiary, and 1378871 BC Ltd. (“**TargetCo**”), dated October 30, 2024, pursuant to which the Company will acquire all of the outstanding securities of TargetCo (collectively, the “**TargetCo Shares**”) from the shareholders of TargetCo by way of a “three-cornered” amalgamation (the “**Transaction**”).

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

On October 30, 2024, the Company announced that it has entered into the Amalgamation Agreement among Smartwerx and TargetCo, dated October 30, 2024, pursuant to which the Company will acquire all of the TargetCo Shares from the shareholders of TargetCo by way of a “three-cornered” amalgamation.

**Summary of the Transaction**

Pursuant to the terms of the Amalgamation Agreement, the Company has agreed to acquire all of the issued and outstanding TargetCo Shares by way of a “three-cornered” amalgamation whereby SmartWerx and TargetCo will amalgamate to form a new entity (“**AmalCo**”), and AmalCo will be a wholly-owned subsidiary of the Company upon closing of the amalgamation (the “**Closing**”). At the effective time of the Closing, each of the outstanding TargetCo Shares will be cancelled and, in consideration for such TargetCo Shares, the TargetCo shareholders will receive an aggregate of 20,000,000 units (each, a “**Unit**”), at a deemed price of \$0.05 per Unit. Each Unit will consist of one common share (each, a “**Share**”) in the capital of the Company, one-half of one warrant to purchase a Share at an exercise price of \$0.10 per Share (the “**\$0.10 Half Warrants**”), and one-half of one warrant to purchase a Share at an exercise price of \$0.15 per Share (the “**\$0.15 Half Warrants**” and together with the \$0.10 Half Warrants, the “**Warrants**”). The Warrants will be exercisable for a period of two years from the date of Closing. The creation of a new control person is not anticipated to occur as a result of the transaction.

Pursuant to Section 4.6(2) of Policy 6 of the Canadian Securities Exchange (the “**CSE**”), the Company is required to obtain shareholder approval (the “**Shareholder Approval**”) of more than 50% of its shareholders as the issuance of the Units will be greater than 100% of the total number of Shares issued and outstanding prior to Closing. The Company seeks to obtain the Shareholder Approval by a written resolution signed by security holders of more than 50% of the Company’s securities having voting rights. The Shares, Warrants,

and any Shares issuable upon the due exercise of the Warrants will be subject to a hold period equal to the greater of: (i) four months from the date of Closing, and (ii) 10 Trading Days (as such term is defined in the policies of the CSE) from the date a Form 52-104F4 *Business Acquisition Report*, with audited financial statements of TargetCo, is filed in connection with the Transaction.

At Closing, Amalco will be named SmartWerx Solutions Inc., and the following individuals will be appointed as directors and officers of SmartWerx: (i) George Hofsink as Director and Chief Executive Officer; (ii) Nafees Khan as Director and President; (iii) Francisco Kent Carasquero as Director; and (iv) Claudio Lai as Chief Technical Officer.

The closing of the transaction is subject to conditions precedent as are customary for transactions of a similar nature, including but not limited to, the Company obtaining the Shareholder Approval, receipt of all necessary consents and regulatory approvals, as applicable, and all required filings and approvals of the CSE.

*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**

Francisco Kent Carasquero, CFO, 778.652.3669

**Item 9 Date of Report**

November 12, 2024