

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

November 14, 2024

Item 3 News Release

The news release dated November 14, 2024 was issued by TheNewswire and Stockwatch on November 14, 2024.

Item 4 Summary of Material Change

On November 14, 2024, the Company announced that it completed the acquisition of 1378871 BC Ltd. (“TargetCo”) pursuant to the terms of an amalgamation agreement (the “Amalgamation Agreement”) among SmartWerx Solutions Inc. (“SmartWerx”), its wholly-owned subsidiary, and TargetCo, dated October 30, 2024. Pursuant to the Amalgamation Agreement, the Company has acquired 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 November 14, 2024, the Company completed the Transaction.

About TargetCo

TargetCo has developed a tool for the automated reconciliation of email money transfer records that is designed for businesses that rely on certain content management systems such as WordPress and WooCommerce (the “Technology”). The Technology is currently being licensed to SmartWerx pursuant to a license and services agreement dated January 20, 2023, as amended and restated on August 1, 2023 (the “EMT License Agreement”). Pursuant to the Amalgamation Agreement, the Company, SmartWerx and TargetCo agreed that any present and future obligations under the EMT License Agreement will be of no further force or effect as of the completion of the Transaction.

Summary of the Transaction

Pursuant to the terms of the Amalgamation Agreement, the Company acquired all of the issued and outstanding TargetCo Shares by way of a statutory “three-cornered” amalgamation whereby SmartWerx and TargetCo amalgamated to form a new entity (“AmalCo”), a wholly-owned subsidiary of the Company upon closing of the Transaction (the “Closing”). At the effective time of the Closing, each of the outstanding TargetCo Shares were cancelled and, in consideration for such TargetCo Shares, the TargetCo shareholders received an aggregate of 20,000,000 units (each, a “Unit”), at a deemed price of \$0.05 per Unit. Each Unit consists 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 are exercisable for a period of two years from the date of Closing.

Pursuant to Section 4.6(2) of Policy 6 of the Canadian Securities Exchange (the “CSE”), the Company was required to obtain shareholder approval (the “Shareholder Approval”) of more than 50% of its shareholders as the issuance of the Units was greater than 100% of the total number of Shares issued and outstanding prior to Closing. The Company obtained the Shareholder Approval by a written resolution signed by security holders of 54.12% of the Company’s securities having voting rights. The Shares, Warrants, and any Shares issuable upon the due exercise of the Warrants are subject to a hold period equal to the greater of: (i) four months and one day 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. The Company will file a Form 52-104F4 Business Acquisition Report within 75 days from the Closing.

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 20, 2024