

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

Item 1. Name and Address of Company

Adya Inc.
1650 Elgin Mills Rd. East, Suite 301
Richmond Hill, ON
L4S 0B2

Item 2. Date of Material Change

A material change took place on May 1, 2024.

Item 3. News Release

On May 6, 2024, a news release in respect of the material change was released through the facilities of Business Wire.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

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

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Samer Bishay, Chief Executive Officer
416-800-9999

Item 9. Date of Report

May 1, 2024

SCHEDULE "A"
PRESS RELEASE



ADYA ANNOUNCES APPOINTMENT OF DIRECTOR

TORONTO--(BUSINESS WIRE) – MAY 6, 2024 – **Adya, Inc.** (“Adya” or the “Company”), (TSX-V:ADYA; OTCQB: ADYIF) is pleased to announce the appointment of Andrew El’Lithy to the board of directors.

Mr. El’Lithy has over a decade of experience in engineering solutions for blockchain, telecom and infrastructure with a background in computer engineering, systems engineering and network engineering. His experience with public companies such as Graph Blockchain Inc. brings vast leadership, technology and digital economy that will offer innovative, secure, and efficient solutions.

“We are excited to have Andrew El’Lithy join our board. Andrew brings a wealth of experience and a fresh perspective that will be invaluable as we navigate through our next phase of growth and innovation,” Samer Bishay, Adya CEO commented.

Mr. El’Lithy said: “We look to expand further the horizon of telecom through strategic investments in new and emerging technology.”

The appointment of Andrew El’Lithy to the Adya board of directors follows the resignation of director Maged Bishara who has resigned for personal reasons. The Company thanks Mr. Bishara for his service to the Company and wishes him all the best in his future endeavors.

ABOUT ADYA

Adya is a publicly traded holding company, with offices located in Toronto, Canada, and currently a strategic shareholder in telecommunications and technology companies.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

For further information, please contact.

Adya, Inc.

Samer Bishay, President and CEO

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