

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

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

Datametrex AI Limited
2300 Yonge Street, Suite 2802
Toronto, ON, M4P 1E4

Item 2. Date of Material Change

A material change took place on December 7, 2023.

Item 3. News Release

On December 11, 2023, a news release in respect of the material change was released through the facilities of Newsfile.

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

Charles Park, CEO
Phone: +1-(416)-901-3511 x203
Email: cpark@datametrex.com

Item 9. Date of Report

December 12, 2023

SCHEDULE "A"
PRESS RELEASE

Datametrex Board of Directors Initiates Leadership Change

Toronto, Ontario--(Newsfile Corp. - December 11, 2023) - **Datametrex AI Limited (TSXV: DM) (FSE: D4G) (OTCQB: DTMXF) (the 'Company' or 'Datametrex')** today announced a significant shift in its executive leadership and Board composition. Following a comprehensive performance evaluation by the Board of Directors, Mr. Charles Park has been appointed as the new Chief Executive Officer of the Company, succeeding Mr. Marshall Gunter. Mr. Park has also been appointed to the Board of Directors, and Mr. Gunter has resigned from his position on the Board. The Board's decision reflects a strategic move to enhance the Company's direction and performance.

Mr. Park, who has been serving as the Chief Operating Officer of the Company, is known for his extensive experience in the banking and technology sectors. His new role as CEO and his appointment to the Board of Directors, indicates a crucial phase in Datametrex's journey towards renewed strategic focus and innovation.

Commenting on his new appointment, Mr. Park stated, *"I am fully committed to steering Datametrex towards a dynamic future. Our focus will intensify on harnessing the intersection of technology and healthcare, driving innovation, and unlocking new growth avenues. I am eager to lead our talented team and share our renewed strategic direction with our stakeholders very soon."*

This leadership transition is a decisive move by Datametrex, signaling a shift towards a more robust integration of technology and healthcare. It demonstrates the Company's resolve to pursue innovation and excellence relentlessly. Stakeholders can anticipate an imminent update on the Company's revised strategy, outlining the path forward under Mr. Park's guidance.

About Datametrex

Datametrex is an innovative leader in artificial intelligence, machine learning, and healthcare. The Company excels in delivering tools and solutions that enhance operational efficiencies and business outcomes. With a commitment to innovation, Datametrex is dedicated to supporting enterprises by setting a new standard for business protocols through cutting-edge technology. For more on Datametrex's insights into AI, cybersecurity, telehealth, and healthcare, please visit our [YouTube channel](#) and the [company website](#).

Investor Relations

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Neither 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.

Forward-Looking Statements

All statements included in this press release that address activities, events, or developments that the Company expects, believes, or anticipates will or may occur in the future are forward-looking statements, including but not limited to the proposed spin-out transaction. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments, and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and

uncertainties that contribute to the possibility that the predictions, forecasts, projections, and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. Except as required by law, the Company does not undertake to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/190433>