

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

1. Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares in the capital of Datametrex AI Limited ("**Datametrex**" or the "**Issuer**").

Datametrex's head office address is located at 2300 Yonge St., Suite 2802, Toronto, Ontario, M4P 1E4

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

Not applicable. The transaction that triggered the requirement to file this report was the acquisition by Datametrex via its wholly owned subsidiary, Paymetrex Payment Solutions Inc., of the Yuzu payment processing solution from Firstpayment Inc. ("**Firstpayment**") for the purchase price of \$5.5 million, which was satisfied through the issuance of an aggregate of 55,000,000 common shares in the capital of Datametrex (the "**Consideration Shares**"), at a deemed issue price of \$0.10 per Consideration Share (the "**Transaction**"). Concurrently with the closing of the Transaction, the Acquiror (as defined below) received an aggregate of 18,476,803 Consideration Shares from Firstpayment as a return of capital distribution.

2. Identity of the Acquiror

2.1 State the name and address of the acquiror.

Michael Kron (the "**Acquiror**")
5930 Tommy Douglas, Montreal, Quebec H3X 4A6

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On December 18, 2025, the Acquiror, directly and indirectly through several entities in respect of which the Acquiror exercises control or direction (namely, 11450719 Canada Inc., 4361423 Canada Inc., and Firstpayment), acquired an aggregate of 18,476,803 Consideration Shares at a deemed price of \$0.10 per Consideration Share as a result of the completion of the Transaction.

Prior to the completion of the Transaction (and the concurrent conversion of an aggregate of 16,250,000 subscription receipts into common shares pursuant to the previously announced subscription receipt financing of the Issuer), the Acquiror held 55,194 common shares of the Issuer, representing 0.07% of the 81,336,006 common shares of the Issuer that were issued and outstanding immediately prior to the completion of the Transaction. As a result of the completion of the Transaction, the Acquiror owns, directly and indirectly, and exercises control or direction over an aggregate of 18,531,997 common shares of the Issuer, representing approximately 12.15% of the issued and outstanding common shares of the Issuer as of the date of this report on a non-diluted basis.

2.3 State the names of any joint actors.

Not applicable. The Acquiror exercises control or direction over the common shares of the Issuer held by 11450719 Canada Inc., 4361423 Canada Inc., and Firstpayment.

3. Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

On December 18, 2025, the Acquiror, directly and indirectly through several entities in respect of which the Acquiror exercises control or direction (namely, 11450719 Canada Inc., 4361423 Canada Inc., and Firstpayment), acquired an aggregate of 18,476,803 Consideration Shares at a deemed price of \$0.10 per Consideration Share as a result of the completion of the Transaction.

Prior to the completion of the Transaction (and the concurrent conversion of an aggregate of 16,250,000 subscription receipts into common shares pursuant to the previously announced subscription receipt financing of the Issuer), the Acquiror held 55,194 common shares of the Issuer, representing 0.07% of the 81,336,006 common shares of the Issuer that were issued and outstanding immediately prior to the completion of the Transaction. As a result of the completion of the Transaction, the Acquiror owns, directly and indirectly, and exercises control or direction over an aggregate of 18,531,997 common shares of the Issuer, representing approximately 12.15% of the issued and outstanding common shares of the Issuer as of the date of this report on a non-diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

The Acquiror, directly and indirectly, acquired control and direction over the securities that triggered the requirement to file this report. See Item 2.2.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

4. Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

Concurrently with the closing of the Transaction, the Acquiror received an aggregate of 18,476,803 Consideration Shares from Firstpayment as a return of capital distribution. The 18,476,803 Consideration Shares have a deemed value of \$0.10 per Consideration Share for a total value of \$1,847,680.27.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

Concurrently with the closing of the Transaction, the Acquiror received an aggregate of 18,476,803 Consideration Shares from Firstpayment as a return of capital distribution. The 18,476,803 Consideration Shares have a deemed value of \$0.10 per Consideration Share for a total value of \$1,847,680.27.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Concurrently with the closing of the Transaction, the Acquiror received an aggregate of 18,476,803 Consideration Shares from Firstpayment as a return of capital distribution.

5. Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

The Shares were acquired as part of the Transaction and are being held for investment purposes. The Acquiror may or may not acquire or dispose of Common Shares of the Issuer in the future through the open market or in private transactions, as circumstances or market conditions warrant.

The Acquiror may, from time to time and at any time, acquire additional Common Shares, and/or other equity, debt or other securities or instruments of the Issuer in the open market or otherwise, and reserves the right to dispose of any or all of the securities in the open market or otherwise at any time and from time to time, and to engage in similar transactions with respect to the securities, the whole depending on market conditions, the business and prospects of the Issuer and other relevant factors, including compliance with applicable securities laws.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Not applicable.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Not applicable.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Not applicable.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

Not applicable.

- (f) a material change in the reporting issuer's business or corporate structure;**

Not applicable.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

Not applicable.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Not applicable.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Not applicable.

(j) a solicitation of proxies from securityholders;

Not applicable.

(k) an action similar to any of those enumerated above.

Not applicable.

Depending on market conditions, general economic and industry conditions, the Issuer's business and financial condition and/or other relevant factors, the Acquiror may develop other plans or intentions in the future relating to one or more of the above items.

6. Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

7. Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

8. Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

9. Certification

I, as the Acquiror, certify, to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 19th day of December, 2025.

(signed) "Michael Kron"

Michael Kron