

**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 18, 2025.

Item 3. News Release

On December 19, 2025, 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

Paul Haber, Chief Executive Officer
Phone: (604) 559-3511 x 150
Email: phaber@summitbancorp.com

Item 9. Date of Report

December 19, 2025

SCHEDULE "A"
PRESS RELEASE

DATAMETREX ANNOUNCES CLOSING OF YUZU PAYMENT PROCESSING SOLUTION ACQUISITION

Toronto, Canada, December 19, 2025 – Datametrex AI Limited (the "**Company**" or "**Datametrex**") (TSXV: **DM**) (FSE: **D4G**) (OTC: **DTMXF**) is pleased to announce further to its news releases dated September 15, 2025, September 22, 2025, September 29, 2025 November 11, 2025, November 14, 2025, and December 10, 2025, it has completed the acquisition via a wholly owned subsidiary, Paymetrex Payment Solutions Inc., ("**Paymetrex**") of the Yuzu payment processing solution from Firstpayment Inc. ("**Firstpayment**"), a Canadian-based fintech company, including the related patents and intellectual property (the "**Yuzu Payment Solution**") in an arm's length transaction (the "**Transaction**").

"The closing of the Yuzu Payment Solution acquisition represents a significant milestone in Datametrex's growth strategy and our expansion into next-generation payment technologies," said Paul Haber, CEO of Datametrex. "Yuzu's patented payment infrastructure and cryptocurrency capabilities complement our existing technology portfolio and position Paymetrex to capitalize on the growing demand for secure, efficient, and innovative digital payment solutions. We are excited to integrate this platform into our operations and to begin pursuing merchant relationships that will drive meaningful revenue growth for the Company."

Transaction Terms

Datametrex has acquired the Yuzu Payment Solution from 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 share. The Consideration Shares a subject to a hold period of four months and one day.

The proceeds of the Company's previously announced private placement of subscription receipts have been released from escrow and will be used to integrate the Yuzu Payment Solution into Datametrex's technology division and to pursue merchant opportunities to generate revenue.

Datametrex has not assumed any debt of Firstpayment and the acquisition does not constitute a fundamental change or result in a change of business for the Company, nor

is it expected to result in a change of control of the Company within the meaning of applicable securities laws and defined in the policies of the TSXV.

Required Early Warning Information

In connection with the closing of the Transaction Michael Kron was appointed to the Board of Directors of the Company and will also be appointed as Vice President of Paymetrex. Prior to the completion of the Transaction and conversion of subscription receipts into common shares pursuant to the recent subscription receipt financing of the Company, Mr. Kron held 55,194 common shares of the Company, representing 0.07% of the 81,336,006 common shares of the Company that were issued and outstanding immediately prior to the completion of the Transaction. Upon completion of the Transaction Mr. Kron owns, directly and indirectly, and exercises control or direction over an aggregate of 18,531,997 common shares of the Company, representing approximately 12.15% of the issued and outstanding common shares of the Company.

Mr. Kron may or may not acquire or dispose of common shares of the Company in the future through the open market or in private transactions, as circumstances or market conditions warrant. Depending on market conditions, general economic and industry conditions, the Company's business and financial condition and/or other relevant factors, Mr. Kron may develop other plans or intentions in the future relating to one or more of the above items.

Further to the requirements of National Instrument 62-103 - *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*, Mr. Kron will file an early warning report in accordance with applicable securities laws. A copy of the early warning report will be filed with the applicable securities commissions and will be made available on SEDAR+ at www.sedarplus.ca. Further information and a copy of the early warning report may be obtained by contacting Mr. Michael Kron, 5930 Tommy Douglas, Montreal, Quebec H3X 4A6, telephone: 514-578-5007.

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

About Firstpayment

Firstpayment is a Canadian-based fintech company that provides payment processing solutions, including cryptocurrencies. Its technology is backed by a portfolio of ten (10) patents, comprising seven (7) granted USPTO patents, one (1) pending USPTO patent, and two (2) Canadian patents, in the payments space, including innovations in mobile and cryptocurrency payments. The company's proprietary platform, YUZU, also known as Yuzupay, enables seamless cryptocurrency payments between merchants and customers.

About Datametrex

Datametrex is an innovative leader in Technology Solutions, Artificial Intelligence, and Healthcare. The Company specializes 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, please visit our [Company website](#).

For Additional Information

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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.

This news release is not an offer to sell or the solicitation of an offer to buy the securities in the United States or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to qualification or registration under the securities laws of such jurisdiction. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and such securities may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from U.S. registration requirements and applicable U.S. state securities laws.

Forward-Looking Statements

This news release contains "forward-looking statements," which involve risks, uncertainties, and factors that could cause actual results to differ materially from those anticipated. These statements are not historical facts and are generally identified by words such as "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," and similar expressions. Such statements include expectations related to healthcare business and other Company plans.

While Datametrex believes the forward-looking information is reasonable as of the date of this release, these statements involve assumptions, risks, and uncertainties that could cause actual outcomes to differ. Key factors include general economic conditions, legislative and regulatory developments, access to capital, industry competition, and the

Company's ability to execute its strategies. The Company does not undertake to update these statements, except as required by law. Readers are advised not to place undue reliance on forward-looking information.

Factors that could cause actual results to differ materially are detailed under "Risk Factors" in Datametrex's management's discussion and analysis and available on the Company's profile at www.sedarplus.ca.

This release does not constitute an offer to sell or a solicitation to buy, nor shall it constitute an offer, solicitation, or sale in any jurisdiction where such would be unlawful prior to registration or qualification under applicable securities laws. We seek Safe Harbor.

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