

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Zoomd Technologies Ltd.  
25th Floor, 700 W Georgia St.  
Vancouver, British Columbia

**Item 2. Date of Material Change**

July 7, 2022

**Item 3. News Release**

Attached as Schedule “A” is a copy of the press release relating to the material change, which was disseminated on July 7, 2022 and filed on the System for Electronic Document Analysis and Retrieval.

**Item 4. Summary of Material Change**

Zoomd Technologies Ltd. and its wholly-owned subsidiary Zoomd Ltd. (collectively, the “**Company**”), the marketing technology (MarTech) user-acquisition and engagement platform, announced that its current Chief Executive Officer (CEO), Mr. Ofer Eitan, will be stepping down from his role and the Company will commence a search for a new CEO. Mr. Eitan will continue to serve as the Company’s CEO until the earlier of (1) a suitable replacement CEO being found; and (2) December 31, 2022. Mr. Eitan will remain on the Company’s Board of Directors until further notice following his resignation and assist in a smooth leadership transition.

**Item 5. Full Description of Material Change**

For a full description of the material change, please see Schedule “A” attached hereto.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

The name and business telephone number of the officer of the Company who can answer questions regarding this material change report is as follows:

Tsvika Adler  
Chief Financial Officer  
972 722200555

**Item 9.      Date of Report**

July 7, 2022

## NEWS RELEASE

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### **Zoomd Provides Management Update**

**VANCOUVER, British Columbia, July 7, 2022** - Zoomd Technologies Ltd. (TSXV: ZOMD) (OTC: ZMDTF) and its wholly-owned subsidiary Zoomd Ltd. (collectively, “**Zoomd**” or the “**Company**”), the marketing technology (MarTech) user-acquisition and engagement platform, today announced that its current Chief Executive Officer (CEO), Mr. Ofer Eitan, will be stepping down from his role and the Company will commence a search for a new CEO. Mr. Eitan will continue to serve as the Company’s CEO until the earlier of (1) a suitable replacement CEO being found; and (2) December 31, 2022. Mr. Eitan will remain on the Company’s Board of Directors until further notice following his resignation and assist in a smooth leadership transition.

Ofer Eitan has been the Chief Executive Officer of the Company for the past 5 years, since the merger in 2017 between the Company and Moblin (the company that he founded and managed). Under Mr. Eitan’s leadership, the Company has built a strong management team and drove excellent results – the 2021 audited annual financial statements showed annual revenues of above \$50M, representing a YoY growth of more than 100%, a solid and profitable operation, with tier 1 international companies, and a strong path for the development of the Company’s business.

“It has been a pleasure to serve as the CEO of Zoomd during the past years and I want to thank all of our employees and partners along the way - innovation and dedication allowed us to achieve so much. I feel that time is ripe for entrusting the Company to a new CEO, who will ensure further growth and additional creation of value for the Company” said Ofer Eitan.

“I want to thank Ofer for his distinguished leadership at Zoomd. With him at the helm during the last 5 years, Zoomd has increased its revenue, profit and customer base, the activity is stable and on an excellent track for continued healthy development of the Company. ” Said Amit Bohensky, Chairman of Zoomd’s Board of Directors.

To ensure a seamless transition, the Company’s Board of Directors has appointed a committee including Mr Eitan to conduct a search for the new CEO and make recommendations to the full Board of Directors. The committee will be hiring a leading executive search firm to conduct a global search for Mr. Eitan’s successor.

### **ABOUT ZOOMD:**

Zoomd (TSXV: ZOMD, OTC: ZMDTF), founded in 2012 and began trading on the TSX Venture Exchange in September 2019, offers a site search engine to publishers, and a mobile app user-acquisition platform, integrated with a majority of global digital media, to advertisers. The platform unifies more than 600 media sources into one unified dashboard. Offering advertisers, a user acquisition control center for managing all new customer acquisition campaigns using a single platform. By unifying all these media sources onto a single platform, Zoomd saves advertisers significant resources that would otherwise be spent consolidating data sources, thereby maximizing data collection and data insights while minimizing the resources spent on

the exercise. Further, Zoomd is a performance-based platform that allows advertisers to advertise to the relevant target audiences using a key performance indicator-algorithm that is focused on achieving the advertisers' goals and targets.

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

## **DISCLAIMER IN REGARD TO FORWARD-LOOKING STATEMENTS**

This news release includes certain “forward-looking statements” under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to Zoomd’s ability to recruit a suitable replacement CEO, its ability to have a smooth transition period and its future ability to successfully continue its growth. Forward-looking statements are based on our current assumptions, estimates, expectations and projections that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors that may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, technological, legal, privacy matters, political and social uncertainties (including the impacts of the COVID-19 pandemic and the current war in Ukraine), the extent and duration of which are uncertain at this time on Zoomd’s business and general economic and business conditions and markets. There can be no assurance that any of the forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether because of new information, future events or otherwise, except as required by law.

The reader should not place undue importance on forward-looking information and should not rely upon this information as of any other date. All forward-looking information contained in this press release is expressly qualified in its entirety by this cautionary statement.

## **FOR FURTHER INFORMATION PLEASE CONTACT:**

Company Media Contacts:

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Chairman

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