

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Mobio Technologies Inc. (the “Company” or “Mobio”)
Suite 204-1080 Mainland Street, Vancouver, BC V6B 2T4

Item 2. Date of Material Change

September 3, 2024

Item 3. News Release

A news release announcing the material change was disseminated over The Newswire’s distribution network on September 3, 2024 and copies were filed on the Company’s profile at (www.sedar.com).

Item 4. Summary of Material Change

In its news release dated September 3rd, 2024, Mobio provided an update to its previously announced transaction with Tracksuit Movers Inc. (“TMI”) (the “Transaction”) and announced the closure of Bridge Financing.

Item 5. 5.1 - Full Description of Material Change

On September 3rd, 2024, Mobio provided an update to its previously announced transaction with Tracksuit Movers Inc. (“TMI”) (the “Transaction”) and announced the closure of Bridge Financing.

In its news releases issued on March 14, 2022, March 16, 2022, May 30, 2022, March 2, 2023, November 10, 2023, April 5, 2024, May 16, 2024, June 10, 2024, and July 17, 2024, Mobio announced and provided updates to the proposed 100% acquisition of Tracksuit Movers Inc., a full-service moving company franchisor through a share exchange. Mobio is currently working with TSX Venture Exchange (the “Exchange”) in respect to the Transaction.

The Company also announced that it has closed Bridge Financing in receipt of the second tranche as follows:

- \$160,000 borrowed from Code Consulting Limited (“Code”) on September 3, 2024

The Loan from Code is to bear no interest and to mature on December 31, 2024, at which date the principal on the Loan will be due in full. In the event of completion of the proposed transaction with Tracksuit Movers Inc. (“TMI”) (the “Transaction”), the Loan is to be automatically converted into common shares of Mobio at the conversion price of \$0.20 per share, or at the same price per share as is determined in connection with the proposed Transaction.

The Loan from Code is a related party transaction pursuant to Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). Mr. Lance Tracey is the beneficial owner of Code, and a control shareholder of Mobio.

With respect to the proposed Bridge Financing, Mobio is relying on the exemption from the valuation requirement pursuant to section 5.5(b) (Issuer Not Listed on Specified Markets) of MI 61-101 and from the minority shareholder approval requirement prescribed by section 5.7(1)(b) (Fair Market Value Not More Than \$2,500,000) of MI 61-101.

Proceeds from the Bridge Financing will be used to cover the costs associated with proceeding to completion of the proposed Transaction including, audit fees, legal fees, preparing necessary documentation, due diligence and regulatory fees.

The Bridge Financing will be completed independent of the completion of the Transaction with the funds being made available for Mobio’s use immediately upon closing of each tranche of the Bridge Financing.

Completion of the Transaction is subject to a number of conditions, including but not limited to, preparing and entering into a binding agreement, acceptance by the Exchange and disinterested shareholder approval. The Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all. Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Mobio should be considered highly speculative.

Item 5.2 **Disclosure for Restructuring Transactions**

Not applicable.

Item 6. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

Item 7. **Omitted Information**

The undersigned is aware of no information of a material nature that has been omitted.

Item 8. **Executive Officer**

Mr. Laurie Baggio, Chief Executive Officer of the issuer, is knowledgeable about the material change and this report. He can be contacted at (778) 300-7565.

Item 9. **Date of Report**

Dated September 10th, 2024 at Vancouver, British Columbia