

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

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

1319732 B.C. LTD (the “Company”)  
1000 595 Burrard St., Vancouver,  
British Columbia, V7X 1S8, Canada

**Item 2: Date of Material Change**

September 22, 2023.

**Item 3: News Release**

A news release was disseminated by the Company via Newsfile Corp. on September 22, 2023, and filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca), a copy of which is attached hereto as Schedule “A”.

**Item 4: Summary of Material Change**

The Company announced that it had filed its amended and restated interim financial statements for the period ending April 30, 2023 (the “**Amended Statements**”) and related amended and restated management’s discussion and analysis (“**Amended MD&A**”). The Amended Statements were required to correct material omissions identified during a review by the Company’s accountants.

The details of the changes are fully described in Note 10 and Note 11 to the Amended Statements as filed on SEDAR+ on September 22, 2023.

**Item 5.1: Full Description of Material Change**

The material change is described in the news release attached hereto.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

Binyomin Posen,  
Chief Executive Officer, Chief Financial Officer & Director  
Phone: 416 481-2222  
Email: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)

**Item 9: Date of Report**

October 02, 2023.

**Schedule “A”**

*(see attached)*

## 1319732 B.C. LTD ANNOUNCES THE FILING OF AMENDED AND RESTATED FINANCIAL STATEMENTS AND MD&A FOR Q3

**British Columbia, Vancouver** – September 22, 2023 – 1319732 B.C. Ltd. (the “**Company**”) announces that it has filed amended and restated interim financial statements for the period ending April 30, 2023 (the “**Amended Statements**”) and related amended and restated management’s discussion and analysis (“**Amended MD&A**”). The Amended Statements were required to correct material omissions identified during a review by the Company’s accountants.

The Amended Statements have been restated to disclose the following:

- A restatement of the Company’s statements of financial position as of April 30, 2023, and its statement of net loss and comprehensive loss, statement of cash flows and statement of changes in equity for the period ending April 30, 2023 (the “**Restatement**”).
- The restatement reflects increase in professional fees and accrued liabilities and repurchase and cancellation of shares for the period ended April 30, 2023, and disclosures related to certain debt settlement agreements completed by the Company subsequent to the quarter end.

The details of the changes are fully described in Note 10 and Note 11 to the Amended and Restated Unaudited Condensed Consolidated Interim Financial Statements as filed on SEDAR+ on September 22, 2023.

In connection with the filing of the Amended Statements, the Company is also filing (i) the Amended MD&A in compliance with the requirements of National Instrument 51-102 *Continuous Disclosure Obligations*, and (ii) CEO and CFO certifications in compliance with national Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings*.

### **On behalf of the Board of Directors**

Binyomin Posen  
Chief Executive Officer, Chief Financial Officer & Director  
T: 416 481-2222  
E: [bposen@plazacapital.ca](mailto:bposen@plazacapital.ca)

### **FORWARD-LOOKING INFORMATION**

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of any of the words “expect”, “anticipate”, “continue”, “estimate”, “objective”, “ongoing”, “may”, “will”, “project”, “should”, “believe”, “plans”, “intends” and similar expressions are intended to identify forward- looking information or statements. The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct. Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Factors which could materially affect such forward-looking information are described in the risk factors in the Company’s most recent annual management’s discussion and analysis that is available on the Company’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward- looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking

statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.