

**FORM 51-102F3
Material Change Report**

1. Name and Address of Company:

DeepMarkit Corp. (the "**Company**" or "**DeepMarkit**")
Suite 202, 615 – 15th Avenue SW
Calgary, AB T2R 0R4 Canada

2. Date of Material Change:

October 26, 2023

3. News Release:

A news release relating to the material change described herein was released through the facilities of Canada Newswire on October 26, 2023.

4. Summary of Material Change:

The Company announced the closing of its previously announced private placement of units (the "**Offering**").

Pursuant to the closing of the Offering, the Company issued 950,000 units ("**Units**") for a price of \$0.10 per Unit, for gross proceeds of \$95,000.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Please see attached Schedule "A" for further details regarding the news release disseminated.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

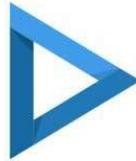
8. Executive Officer Knowledgeable of Material Change:

Ranjeet Sundher, Chief Executive Officer

9. Date of Report:

October 31, 2023.

SCHEDULE "A"



deepmarkit

TSXV: MKT OTC: MKTDF FRA: DEP

NEWS RELEASE

DeepMarkit Announces Closing of Private Placement

Calgary, Alberta – October 26, 2023 / CNW / – DeepMarkit Corp., (“DeepMarkit” or the “Company”) (TSXV: MKT) (OTC: MKTDF) (FRA: DEP) is pleased to announce the closing of its previously announced private placement of units (the “Offering”).

Pursuant to the closing of the Offering, the Company issued 950,000 units (“Units”) for a price of \$0.10 per Unit, for gross proceeds of \$95,000. Each Unit is comprised of one common share of DeepMarkit (each, a “Common Share”) and one Common Share purchase warrant (each, a “Warrant”). Each Warrant will entitle the holder to purchase one additional Common Share at an exercise price of \$0.20 for a period of twelve (12) months from the date of issuance.

DeepMarkit intends to use the net proceeds of the Offering for general working capital purposes.

The Common Shares and Warrants issued will be subject to a four-month hold period from the date of the closing of the Offering. DeepMarkit did not pay any finder's fee or commissions with respect to the closing of the Offering.

ABOUT DEEPMARKIT

DeepMarkit Corp. is a technology company focused on democratizing access to the voluntary carbon offset market by minting offsets into NFTs. Its common shares are listed on the TSX Venture Exchange under the “MKT” stock symbol, on the OTC market in the United States under the “MKTDF” symbol and on the Frankfurt Stock Exchange under the “DEP” symbol. DeepMarkit Corp. is a software infrastructure company operating in the tokenization vertical of the blockchain. Its primary asset, MintCarbon.io, is a web-based platform that facilitates the minting of carbon offsets into NFTs (based on the ERC-1155 standard) or other secure tokens (based on the ERC-20 standard).

On behalf of:

DEEPMARKIT CORP.

"Ranjeet Sundher"
Ranjeet Sundher, CEO

For more information, please contact:

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Twitter: @DeepMarkit

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

CAUTIONARY STATEMENT

Statements in this news release may contain forward-looking information. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements, including statements relating to the uses of proceeds for the Offering. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of DeepMarkit. Additional information regarding risks and uncertainties of the Company's business are contained under the heading "Business Risks and Uncertainties" in the Company's MD&A in respect of the fiscal year ended June 30, 2023, and the Company's other public filings which are available under the Company's profile on SEDAR at www.sedar.com. Various factors can cause the actual results to differ materially from those in forward-looking statements. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release and DeepMarkit does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.