

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company:

D-BOX Technologies Inc. (the “Corporation”)
2172 rue de la Province
Longueuil, Québec
J4G 1R7

Item 2 - Date of Material Change:

September 25, 2024.

Item 3 - News Release:

The Corporation issued a press release with respect to the material change described below on September 25, 2024 via Globe Newswire.

Item 4 - Summary of Material Change:

The Corporation announced changes to its Board of Directors.

Item 5 - Full Description of Material Change:

5.1 Full Description of Material Change

Denis Chamberland, Louis Bernier, Luc Martin and Jean-Pierre Trahan resigned from the Board of Directors of the Corporation by not standing for re-election at the last Annual and Special Meeting of shareholders of the Corporation held on September 25, 2024. Marie-Claude Boisvert, Daniel Marks, David McLurg, and Naveen Prasad were elected as directors by the shareholders at such meeting.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 - Omitted Information:

Not applicable.

Item 8 - Executive Officer:

For further information, please contact Daniel Le Blanc, Vice President of Legal Affairs and Corporate Secretary of the Corporation, at (450) 999-4074.

Item 9 - Date of Report:

September 30, 2024.