

BC FORM 51-102F3
MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

Wishpond Technologies Ltd. (the "Company")
Suite 1000 – 1500 West Georgia Street
Vancouver, BC V6G 2Z6

ITEM 2. DATE OF MATERIAL CHANGE

September 28, 2021

ITEM 3. NEWS RELEASE

The news release dated September 29, 2021 was disseminated through Canada Newswire and filed on SEDAR on September 29, 2021.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced it had entered into a new credit facility pursuant to the terms of a credit agreement entered into between the Company and National Bank of Canada's Technology and Innovation Banking Group ("**NBC**") that provides for a 6 million dollar secured revolving operating line (the "**Credit Facility**"). The Company noted the Credit Facility is undrawn as of the date of the news release.

ITEM 5. FULL DESCRIPTION OF MATERIAL CHANGE

Please refer to the Company's news release dated September 29, 2021, a copy of which is attached hereto as Schedule A and is also available for review under the Company's SEDAR profile at www.SEDAR.com.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OR 7.1(3) OF NATIONAL INSTRUMENT 51-102

Not applicable

ITEM 7. OMITTED INFORMATION

Not applicable

ITEM 8. SENIOR OFFICER

Contact: Ali Tajskandar, Chief Executive Officer
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ITEM 9. DATE OF REPORT

September 29, 2021

Schedule A

Wishpond Announces \$6 Million Revolving Credit Facility from National Bank of Canada

Proceeds from the credit facility are expected to be used to support Wishpond's future capital requirements and aid in accelerating the Company's growth.

Vancouver, Canada – September 29, 2021 – **Wishpond Technologies Ltd.** (the “**Company**” or “**Wishpond**”) (TSXV:WISH; OTCQX: WPNDF), a provider of marketing focused online business solutions, is pleased to announce it has entered into a new credit facility pursuant to the terms of a credit agreement entered into between the Company and National Bank of Canada’s Technology and Innovation Banking Group (“**NBC**”) that provides for a 6 million dollar secured revolving operating line (the “**Credit Facility**”). The Credit Facility is undrawn as of today’s date.

“We are very pleased to be putting this credit facility in place and we are grateful for the support we’ve received from National Bank’s Technology and Innovation Banking Group,” said Ali Tajskandar, Chairman and CEO of Wishpond. “It’s a great honor to be partnering with one of Canada’s premier banks. This Credit Facility is a step forward in terms of accelerating Wishpond’s future growth plans.”

NBC’s Senior Director of Technology and Innovation Banking, David Looi commented “National Bank is pleased to be partnering with Wishpond to assist the Company in its continued growth and success. Wishpond is a great fit with our mandate of supporting innovative, rapidly growing technology companies across Canada.”

“The Credit Facility will provide us with an efficient way to optimize our working capital and the ability to retain our flexibility should we need to use proceeds for general corporate purposes or support future acquisitions,” said Juan Leal, Wishpond’s Chief Financial Officer. “We currently have over \$7.5 million of cash and no debt on the balance sheet, combined with this new undrawn NBC Credit Facility of \$6 million, we are in a strong position to execute on our future expansion and acquisition plans.”

Pursuant to the Loan Agreement, the Credit Facility is secured against the assets of the Company. The Credit Facility is expected to be used by the Company to fund working capital requirements in the ordinary course. The credit agreement will be filed under the Company’s issuer profile on SEDAR at www.sedar.com.

ON BEHALF OF THE BOARD

“Ali Tajskandar”

Chairman, Director and CEO

About Wishpond Technologies Ltd.

Based out of Vancouver, British Columbia, Wishpond is a provider of marketing-focused online business solutions. Wishpond’s vision is to become the leading provider of digital marketing solutions that empower entrepreneurs to achieve success online. The Company offers an “all-in-one” marketing suite that provides companies with marketing, promotion, lead generation, and sales conversion capabilities from one integrated platform. Wishpond replaces entire marketing functions in an easy-

to-use product, for a fraction of the cost. Wishpond serves over 3,000 customers who are primarily small-to-medium size businesses ("**SMBs**") in a wide variety of industries. The Company has developed cutting-edge marketing technology solutions and continues to add new features and applications with great velocity. The Company employs a Software-as-a-Service ("**SaaS**") business model where substantially all the Company's revenue is subscription-based recurring revenue which provides excellent revenue predictability and cash flow visibility. Wishpond is listed on the TSX Venture Exchange under the ticker "WISH" and on the OTCQX under the ticker "WPNDF". For further information, visit: www.wishpond.com.

About National Bank of Canada With \$354 billion in assets as at July 31, 2021, [National Bank of Canada](#), together with its subsidiaries, forms one of Canada's leading integrated financial groups. It has more than 26,000 employees in knowledge-intensive positions and has been recognized numerous times as a top employer and for its commitment to diversity. Its securities are listed on the Toronto Stock Exchange (TSX: NA). Follow the Bank's activities at nbc.ca or via social media such as [Facebook](#), [LinkedIn](#) and [Twitter](#).

Forward-Looking Statements

Statements that are not reported financial results or other historical information are forward-looking statements or forward-looking information within the meaning of applicable securities laws (collectively, "**forward-looking statements**"). This press release includes forward-looking statements regarding the Company, its subsidiaries and the industries in which they operate, including statements about, among other things, expectations, beliefs, plans, future operations, origination of additional targets in which the Company may hold an interest and acquisition opportunities for the Company, business and acquisition strategies, opportunities, objectives, prospects, assumptions, including those related to trends and prospects, and future events and performance. Sentences and phrases containing or modified by words such as "anticipate", "plan", "continue", "estimate", "intend", "expect", "may", "will", "project", "predict", "potential", "targets", "projects", "is designed to", "strategy", "should", "believe", "contemplate" and similar expressions, and the negative of such expressions, are not historical facts and are intended to identify forward-looking statements. Forward-looking statements in this press release include statements relating to the use of proceeds of the Credit Facility. . Readers are cautioned to not place undue reliance on forward-looking statements. Actual results and developments may differ materially from those contemplated by forward-looking statements. Although the Company believes that the expectations reflected in forward-looking statements in this press release are reasonable, such forward-looking statements has been based on expectations, factors and assumptions concerning future events which may prove to be inaccurate and are subject to numerous risks and uncertainties, certain of which are beyond the Company's control, including, but not limited to, the risk factors discussed in the continuous disclosure materials of the Company which are available under the Company's profile on SEDAR at www.sedar.com. The forward-looking statements contained in this press release are expressly qualified by this cautionary statement and are made as of the date hereof. The Company disclaims any intention and has no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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

For Further Information

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