

**FORM 51 – 102F3  
MATERIAL CHANGE REPORT  
UNDER NATIONAL INSTRUMENT 51-102**

**ITEM 1 Name and Address of Company**

Venzee Technologies Inc.  
170 – 422 Richards Street  
Vancouver, BC V6B 2Z4

(“Venzee” or the “Company”)

**ITEM 2 Date of Material Change**

September 30, 2023

**ITEM 3 News Release**

The Company issued news releases on October 6, 2023, which was distributed through newswire services and filed on SEDAR.

**ITEM 4 Summary of Material Change**

The Company announced changes to board of directors and management.

**ITEM 5 Full Description of Material Change**

The Company announced that Mr. Abrams resigned as CEO and from the board of directors. Mr. Linden also submitted his resignation from the board of directors. Mr. Smith and Ms. Draper were appointed to the board in the vacancies created. Mr. Montross resigned as COO and accepted the appointment of President and CEO.

Full copy of the news release is attached as Schedule “A”.

**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**

Darren Battersby,  
Chief Financial Officer  
866-684-6730 or darren@venzee.com

**ITEM 9 Date of Report**

October 10, 2023

## SCHEDULE "A"

### VENZEE TECHNOLOGIES INC. ANNOUNCES RESIGNATIONS OF PRESIDENT AND CEO AND DIRECTORS

**Vancouver, British Columbia, Canada – October 6, 2023 - Venzee Technologies Inc. (TSXV: VENZ)** (“Venzee” or the “Company”), today announces that Mr. John Abrams has provided notice of his resignation as director and President and Chief Executive Officer of the Company, effective as of September 30, 2023, and Mr. Tom Linden has provided notice of his resignation as director of the Company, effective as of September 30, 2023. Mr. Jeffrey J. Smith and Ms. Pamela Draper have been appointed as directors of the Company effective September 30, 2023 to fill the vacancies on the Company’s board of directors left by Mr. Abrams and Mr. Linden, and Mr. Peter Montross has been appointed as President and Chief Executive Officer of the Company, effective as of September 30, 2023, and in connection therewith has resigned as Vice President and Chief Operating Officer of the Company.

#### **About Venzee Technologies Inc.**

Venzee unlocks shareholder value by carrying out its mission to create intelligent technology that removes friction from the global supply chain. Its Mesh Connector™ product disrupts and displaces inefficient manual processes in favor of integrated, machine-driven solutions.

To learn more about the Venzee platform, visit [venzee.com](http://venzee.com).

#### **For further information contact:**

##### **Peter Montross**

Venzee Technologies, Inc.

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503-320-8046

*The TSX Venture Exchange (“TSXV”) has neither approved nor disapproved the contents of this news release. Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.*