

Form 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Not applicable.

ITEM 1 – SECURITY AND REPORTING ISSUER

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Security Designation: Common Shares (as defined below)

Issuer: Venzee Technologies Inc. (the “**Company**”)
422 Richards Street, Suite 170
Vancouver, British Columbia
V6B 2Z4

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

TSX Venture Exchange (the “**TSXV**”)

ITEM 2 – IDENTITY OF THE ACQUIROR

2.1 State the name and address of the acquiror.

Jeffrey J. Smith (the “**Acquiror**”)
736 Meridian Road NE
Calgary, Alberta
T2A 2N7

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On August 22, 2024, the Acquiror acquired control and direction over 19,318,182 common shares in the capital of the Company (“**Common Shares**”), resulting in the Acquiror having beneficial ownership of, or control and direction over an aggregate of 22,274,136 Common Shares, representing approximately 44.33% of the total issued and outstanding Common Shares, on a non-diluted basis, or 24,335,864 Common Shares, representing approximately 46.5% of the total issued and outstanding Common Shares, on a partially diluted basis. The Acquiror acquired control and direction over 19,318,182 Common Shares (the “**Consideration Shares**”) by way of the issuance of such shares to Digital Commerce Payments Inc. (“**DCP**”), an affiliate and Joint Actor (as hereinafter defined) by the Company at a deemed issuance price of \$0.22 per Common Share to satisfy the CDN\$4,250,000 purchase price (the “**Purchase Price**”) for the Company’s acquisition of the exclusive right to use certain e-commerce shelf capability software developed by DCP, pursuant to the terms of the software right-of-use agreement dated May 16, 2024 entered into between the Company and DCP (the “**Agreement**”).

2.3 State the names of any joint actors.

DCP, of whom the Acquiror is a director and majority shareholder, and Pateno Payments Inc., an affiliate of the Acquiror and of whom Mr. Smith is a director and majority shareholder and exercises investing authority over securities owned by the entity (“**Pateno**” and together with DCP, the “**Joint Actors**”, each a “**Joint Actor**”).

ITEM 3 – INTEREST IN SECURITIES OF THE REPORTING ISSUER

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

The requirement to file this Report was triggered by the issuance of the 19,318,182 Consideration Shares, following which the Acquiror’s control and direction over Common Shares increased from 9.56% to 44.33% on a non-diluted basis, and from 11.32% to 46.5% on a partially-diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

The Acquiror acquired control and direction over the Consideration Shares.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

Prior to the issuance of the Consideration Shares, the Acquiror and his Joint Actors collectively owned or exercised control or direction over 2,955,954 Common Shares and, through Pateno, exercised control or direction over \$290,000 principal amount in unsecured debentures bearing interest at a rate of 5% per annum (the “**Debentures**”) and convertible into an aggregate of approximately 307,789 units of the Company comprised of one Common Share and one Common Share purchase warrant (each, a “**Debenture Warrant**”), with each Debenture Warrant exercisable into a Common Share for a period of five years from the date of issuance of the Convertible Debentures at a price of \$0.80 per Common Share.

As a result of the issuance of the Consideration Shares, the Acquiror acquired control and direction over the 19,318,182 Consideration Shares by way of the issuance of such shares to the Acquiror by the Company pursuant to the terms of the Agreement. Accordingly, as at the date of this Report and on a non-diluted basis, the Acquiror had beneficial ownership of, or control and direction over an aggregate of 22,274,136 Common Shares, representing approximately 44.33% of the total issued and outstanding Common Shares. On a partially-diluted basis, as at the date of this Report, the Acquiror had beneficial ownership of, or control and direction over an aggregate of 24,335,864 Common Shares, representing approximately 46.5% of the total issued and outstanding Common Shares.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,**

In the aggregate, the Acquiror has control and direction over an aggregate of 22,274,136 Common Shares, representing approximately 44.33% of the total issued and outstanding Common Shares, on a non-diluted basis, or 24,335,864 Common Shares, representing approximately 46.5% of the total issued and outstanding Common Shares, on a partially diluted basis.

The Acquiror in his personal capacity has ownership and control over 2,955,954 Common Shares, representing approximately 5.88% of the issued and outstanding Common Shares on a non-diluted basis. DCP has control and direction over 21,118,182 Common Shares, representing approximately 42% of the issued and outstanding Common Shares on a non-diluted basis. Pateno has ownership and control over the Debentures, convertible into 2,061,728 Common Shares, representing approximately 3.94% of the issued and outstanding Common Shares on a partially-diluted basis.

- (b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

Not applicable.

- (c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

ITEM 4 – CONSIDERATION PAID

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The 19,318,182 Consideration Shares were issued at a deemed price of \$0.22 per Common Share as consideration for the Purchase Price pursuant to the terms of the Agreement.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See section 4.1 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

See section 4.1 above.

ITEM 5 – PURPOSE OF THE TRANSACTION

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The Consideration Shares were acquired by DCP as full satisfaction of the Purchase Price in connection with the acquisition of the Company's acquisition of the exclusive right to use certain e-commerce shelf capability software developed by DCP, pursuant to the terms of the Agreement.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;
- (f) a material change in the reporting issuer's business or corporate structure;
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;
- (j) a solicitation of proxies from securityholders;
- (k) an action similar to any of those enumerated above.

The Acquiror may, directly or indirectly, in the future take such actions in respect of his holdings in the Company as he may deem appropriate in light of the circumstances then existing, including the purchase or disposition of additional Common Shares or other securities of the Company through open market purchases or privately negotiated transactions or the sale of all or a portion of the Acquiror's holdings in the open market or in privately negotiated transactions to one or more purchasers, the provision of additional debt to the Company, or other arrangements (which could include corporate transactions as are deemed appropriate and expedient at the time) as may assist the Company in satisfying and/or addressing its cash-flow and indebtedness obligations, subject in each case to applicable securities laws. Except as noted above, as of the date of this Report, neither the Acquiror nor any of his Joint Actors have any plans or future intentions which would relate to or would result in any of the items enumerated in (a) through (k) above.

ITEM 6 – AGREEMENTS, ARRANGEMENTS, COMMITMENTS OR UNDERSTANDINGS WITH RESPECT TO SECURITIES OF THE REPORTING ISSUER

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

ITEM 7 – CHANGE IN MATERIAL FACT

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer’s securities.

Not applicable.

ITEM 8 – EXEMPTION

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

ITEM 9 – CERTIFICATION

Certificate

I, as the Acquiror, certify, or I, as the agent filing the report on behalf of an Acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Date: August 23, 2024

Signature: (signed) “Jeffrey J. Smith”

Name: Jeffrey J. Smith (Chief Executive Officer, Digital Commerce Payments Inc.)