

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

October 31, 2025

Item 3 News Release

The news release dated October 31, 2025 was disseminated via Business Wire and filed on SEDAR+ at www.sedarplus.ca. A copy of the news release is attached as Schedule “A”.

Item 4 Summary of Material Change

On October 31, 2025, Venzee entered into a transaction agreement (the “**Transaction Agreement**”) with Digital Commerce Payments Inc. (“**DCP**”) to acquire DCP’s Jasper Software as a Service (SaaS) Product Information Management (PIM) Solution business (the “**Jasper Business**”) for consideration of CAD\$2,850,000, payable in common shares (“**Shares**”) in the capital of Venzee (the “**Transaction**”). Venzee also concurrently announced the proposed Debt Settlement and the Private Placement (as such terms are further defined below).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On October 31, 2025, Venzee entered into the Transaction Agreement with DCP to acquire the Jasper Business for consideration of CAD\$2,850,000, payable in Shares.

As part of the Transaction, DCP and its affiliates will agree to convert all outstanding debt owing to them by Venzee into Shares, and Venzee will seek the agreement of each other holder of Venzee’s convertible debentures (“**Convertible Debentures**”) to convert their Convertible Debentures into Shares. Completion of the Transaction is conditional upon, among other things, all holders of Convertible Debentures agreeing to convert their Convertible Debentures into Shares such that Venzee would have no outstanding debt on completion of the Transaction (which condition can be waived by DCP, in its sole discretion) (the “**Debt Settlement**”). Assuming all holders of Convertible Debentures agree to participate in the Debt Settlement, that all indebtedness and accrued interest is settled based on a deemed per share price of CAD\$0.095 (subject to the minimum acceptable price required by TSXV policies) and that closing occurs on December 12, 2025, an aggregate of approximately 31,075,175 Shares would be issued pursuant to the Debt Settlement in satisfaction of approximately CAD\$2,952,000 of aggregate indebtedness and accrued interest, which includes all amounts owing pursuant to DCP and its joint actors, as well as to third party holders of the Convertible Debentures.

In connection with the Transaction, Venzee also proposes to offer and issue up to 31,578,947 Shares for aggregate gross proceeds of up to CAD\$3,000,000 (the “**Private Placement**”). Proceeds of the Private Placement will be used to fund Venzee’s working capital needs relating to the operation of the Jasper Business following closing of the Transaction. The Private Placement may be completed on one or more closing dates. Effective on the closing date of the Transaction and subject to completion of the Transaction, DCP (either directly or through an affiliate) has agreed to subscribe for Shares having a total subscription price of CAD\$1,000,000 under the Private Placement. Completion of the Transaction is not conditional on closing of the Private Placement.

All Shares to be issued as part of the Transaction, the Debt Settlement and the Private Placement are expected to be issued at a price of CAD\$0.095 per Share, which was the closing price of the Shares on the TSX Venture Exchange (“**TSXV**”) on October 31, 2025, being the last trading day prior to announcement of the Transaction. Pricing for the Shares to be issued as part of the Debt Settlement will be further determined in accordance with the rules of the TSXV.

Further information regarding the proposed Transaction, including certain financial information relating to the Jasper Business, will be contained in an information circular that Venzee will prepare, file and mail to its Shareholders in connection with the Annual General and Special Meeting of Venzee shareholders that will be held on or about December 10, 2025 (the “**Meeting**”). A copy of the Transaction Agreement and the information circular will be filed on Venzee’s SEDAR+ profile and will be available for viewing at www.sedarplus.ca. Shareholders should refer to those documents for additional details with respect to the Transaction, including the conditions to completion of the Transaction.

The Transaction, the Debt Settlement and the Private Placement remain subject to the approval of the Venzee shareholders (including the approval of the disinterested shareholders) and the approval of the TSXV. Closing is expected to occur in December 2025.

For a full description of the material change, see the news release attached as “Schedule A” to this report.

The foregoing description of the Transaction Agreement is not complete and is qualified in its entirety by reference to the full text of the Transaction Agreement available on SEDAR+ at www.sedarplus.ca.

The Transaction, the Debt Settlement and the Private Placement will each be considered a “related-party transaction” within the meaning of TSXV Policy 5.9 – *Protection of Minority Security Holders in Special Transactions* and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). In particular, the Transaction is a “related party transaction” under MI 61-101 as a result of: (i) DCP, the vendor under the Transaction, being a related party of the Company due to DCP being a “control person” of the Company; (ii) Mr. Smith, President and a director of the Company, and Ms. Draper, a director of the Company, being directors of DCP; and (iii) Mr. Smith beneficially owning more than 50% of the equity securities of DCP. The Debt Settlement is a “related party transaction” under MI 61-101 as a result of the Debt Settlement being considered a “connected transaction” to the Transaction for purposes of MI 61-101, and the participation of DCP and Pateno Payments Inc. in the Transaction. The Private Placement is a “related party transaction” under MI 61-101 as a result the Private Placement being considered a “connected transaction” to the Transaction for purposes of MI 61-101, and DCP having agreed (either directly or through an affiliate) to subscribe for up to CAD\$1 million

of Shares pursuant to the Private Placement. Disinterested shareholder approval is also required in connection with the Transaction under TSXV Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* since: (i) the issuance to DCP and its associates or affiliates of Shares as consideration will exceed 10% of the Company’s outstanding shares on a non-diluted basis prior to the Transaction; and (ii) the Company has not provided evidence of value to the TSXV in a prescribed method in respect of the value of the Jasper Business in connection with the Transaction. Disinterested shareholder approval of the Debt Settlement is also required under TSXV Policy 4.4 – *Security Based Compensation* in connection with the settlement of unpaid consulting fees owing by Venzee to DCP through the issuance of Shares as described above. Accordingly, Venzee will seek disinterested shareholder approvals at the Meeting, which will exclude the voting of any Shares held by DCP and Mr. Smith (being the only joint actors of DCP that hold Shares). Venzee will rely on the exemption in Section 5.5(b) of MI 61-101 with respect to not obtaining any formal valuations in connection with such transactions.

Further details regarding DCP and its affiliates’ holdings prior to, and following completion of, the Transaction can be found in the news release 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

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

For further information, contact:
Peter Montross, Chief Executive Officer
Venzee Technologies Inc.
peter.montross@venzee.com
503-320-8046

Item 9 Date of Report

November 5, 2025

Forward-Looking Statements

This material change report contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information may relate to Venzee’s future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, projected costs, capital expenditures, financial results and taxes involving Venzee. In some cases, forward-looking information can be identified by such terms such as “may”, “might”, “will”, “could”, “should”, “would”, “occur”, “be achieved”, “will be taken”, “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “predicts”, “potential”, “continue”,

“likely”, “forecasts”, “schedule”, or variations or the negative thereof or other similar expressions concerning matters that are not historical facts. Some of the specific forward looking statements in this material change report include, but are not limited to, statements regarding: (i) the timing of the completion of the proposed Transaction; (ii) that the Transaction Agreement entered into in respect of the Transaction will not be amended or terminated; (iii) the number of Shares held or controlled by Mr. Smith and his joint actors following the completion of the Transaction; (iv) completion of the Debt Settlement, including the total amount of indebtedness that will be settled pursuant thereto; (v) completion of the Private Placement, including the total gross proceeds received pursuant thereto; (vi) the sufficiency of the proceeds of the Private Placement to allow Venzee to meet its working capital requirements following completion of the Transaction; and (vii) the date of the Meeting.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Venzee to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) Venzee’s ability to successfully integrate the Jasper Business into Venzee’s existing operations, which may impact Venzee’s ability to achieve its expected financial projections and targets; (ii) Venzee’s ability to fund the ongoing costs associated with the integration of the Jasper Business into its existing operations, which may negatively impact Venzee’s ability to achieve the benefits of the Transaction; (iii) global financial conditions, and the related impact of geopolitical and social uncertainties, and fluctuating conditions in respect of the market for e-commerce software solutions, which may impact Venzee’s ability to achieve its financial projections and targets; (iv) the willingness of DCP to continue to provide working capital and infrastructure support for Venzee’s day-to-day operations; (v) the willingness of all holders of Convertible Debentures to participate in the Debt Settlement, which may impact Venzee’s ability to complete the Transaction; (vi) the amount of indebtedness (including accrued interest thereon) that will be settled through the issuance of Shares pursuant to the Debt Settlement, which may impact the number of Shares held by DCP and other shareholders following the completion of the Transaction; (vii) total gross proceeds received pursuant to the Private Placement, which may impact the ability of the Company to meet its working capital requirements; and (viii) Venzee’s ability to obtain the necessary approvals from the TSXV and shareholders for the Transaction, the Debt Settlement and the Private Placement. When relying on forward-looking statements to make decisions, Shareholders and others should carefully consider the foregoing factors and other uncertainties and potential events. Readers are cautioned that the foregoing list of factors is not exhaustive.

Certain assumptions were made in preparing the forward-looking information concerning: (i) the performance of the Jasper Business and the Jasper Software at the desired efficiency once integrated with Venzee’s operations; (ii) the sufficiency of capital resources available for the integration of the Jasper Business, and Venzee’s operations overall; (iii) ongoing consumer demand for e-commerce software solutions; (iv) Venzee’s ability to maintain its status as a going concern; and (v) there being no regulatory changes affecting the Jasper Business. Additional information about assumptions and risks and uncertainties is contained under “Risk Factors and Uncertainties” in Venzee’s management’s discussion and analysis for the financial year ended March 31, 2025 and the period ended June 30, 2025, which are available at the website for the System for Electronic Document Analysis and Retrieval at www.sedarplus.ca under Venzee’s profile, and in other filings that Venzee has made and may make with applicable securities authorities in the future.

Although Venzee has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such

information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this news release relates only to events or information as of the date on which the statements are made, and is expressly qualified in its entirety by this cautionary statement. Venzee does not undertake to update any forward-looking information, except as required by applicable securities laws.

SCHEDULE "A"

See attached.



November 3, 2025

Venzee Technologies Inc. Agrees to Acquire Jasper Product Information Management Solution Business from Digital Commerce Payments Inc. and Announces Proposed \$3 Million Private Placement and Proposed Settlement of Outstanding Debt

Vancouver, British Columbia – Venzee Technologies Inc. (TSXV: VENZ) (“Venzee” or the “Company”) is pleased to announce that it has entered into a transaction agreement dated October 31, 2025 (the “**Transaction Agreement**”) with Digital Commerce Payments Inc. (“DCP”) to acquire DCP’s Jasper Software as a Service (SaaS) Product Information Management (PIM) Solution business (the “**Jasper Business**”). The Jasper PIM solution is a tool that helps eCommerce merchants organize their inventory data and syncs that data to e-commerce platforms, allowing merchants to build better online products and get to market faster.

Summary of Transaction

Subject to the terms and conditions of the Transaction Agreement, Venzee will acquire the Jasper Business, including the right to use related software (the “**Jasper Software**”), for consideration of CAD\$2,850,000, payable in common shares (“**Shares**”) in the capital of Venzee on the closing date (the “**Transaction**”).

DCP originally acquired the Jasper Business from Saasquatch Capital Corp. (formerly Jasper Commerce Inc.), an arm’s length party, on June 30, 2024 for total consideration of up to CAD\$1,500,000, of which approximately CAD\$1,150,000 has been paid by DCP to date. After having developed and operated the Jasper Business for over a year, DCP is proposing to sell the Jasper Business and license rights to use the related software to Venzee in an all-share transaction that is expected to renew Venzee’s business with immediate revenue streams. The increase to the purchase price for the Jasper Business from the amount paid by DCP in 2024 reflects a significant number of improvements made by DCP to the software since its acquisition of the software in 2024 and additional value attributable to the operation of the software in DCP’s information technology environment, which adds additional expertise, support and security to the Jasper product offering and enables faster feature development and client scalability. Improvements to the software since its acquisition by DCP include, among other things, performance improvements, the addition of artificial intelligence features for content generation and attribute mapping, and the development of a channel connector for existing Venzee software.

As part of the Transaction, DCP and its affiliates will agree to convert all of the outstanding debt owing to them by Venzee into Shares, and Venzee will seek the agreement of each other holder of Venzee’s convertible debentures (“**Convertible Debentures**”) to convert their Convertible Debentures into Shares. Completion of the transaction is conditional on, among other things, all holders of Convertible Debentures agreeing to convert their Convertible Debentures into Shares, such that Venzee would have no outstanding debt on completion of the transaction (the “**Debt Settlement**”). This condition may be waived at DCP’s discretion.

The Transaction was unanimously approved by the board of directors of Venzee (the “**Board**”), with conflicted directors Jeffrey J. Smith and Pamela Draper abstaining, upon the recommendation of Venzee’s independent director. The Board engaged RWE Growth Partners, Inc. to determine the fairness to holder of

the Shares (the “**Shareholders**”) of the Transaction from a financial point of view. RWE provided an opinion to the independent director and the Board to the effect that, as at the date thereof and subject to the assumptions, limitations and qualifications contained therein, the Transaction is fair, from a financial point of view, to the Shareholders.

All Shares to be issued pursuant the Transaction will be issued at a price of CAD\$0.095 per share, which was the closing price of the Shares on the TSX Venture Exchange (the “**TSXV**”) on October 31, 2025, being the last trading day prior to announcement of the Transaction. Pricing for Shares issued pursuant to the Debt Settlement will be determined in accordance with the rules of the TSXV. The Transaction and the Debt Settlement remain subject to approval by the TSXV and Shareholder approval (including the approval of the disinterested Shareholders) and are expected to close in December 2025. There are no finder’s fees payable in connection with the Transaction. Shares issued pursuant to the Transaction may be subject to certain escrow requirements of the TSXV.

Further information regarding the proposed Transaction, including certain financial information relating to the Jasper Business, will be contained in an information circular that Venzee will prepare, file and mail to its Shareholders in connection with the Annual General and Special Meeting of Shareholders that will be held on or about December 10, 2025 (the “**Meeting**”). A copy of the Transaction Agreement and the information circular will be filed on Venzee’s SEDAR+ profile and will be available for viewing at www.sedarplus.com. Shareholders should refer to those documents for additional details with respect to the Transaction, including the conditions to completion of the Transaction.

In the event of delays in receiving meeting materials due to the ongoing Canada Post strike, registered Shareholders, being Shareholders who hold their Shares directly in Venzee and not through a brokerage account or other intermediary, may request a control number or receive assistance with voting by utilizing the “Chat with Odyssey Trust” function at <https://odysseytrust.com/contact/> or by contacting Odyssey Trust Company at 1-888-290-1175 (toll-free in North America) or at 1-587-885-0960 (direct from outside of North America). Beneficial Shareholders, shareholders who hold their investment through a brokerage firm or other intermediary, and have not received their information, should contact their intermediary to request a proxy.

Private Placement

In connection with the Transaction, Venzee also proposes to offer and issue up to 31,578,947 Shares at a price of CAD\$0.095 per Share for aggregate gross proceeds of up to CAD\$3,000,000 (the “**Private Placement**”). Proceeds of the Private Placement will be used to fund Venzee’s working capital needs relating to the operation of the Jasper Business following closing of the Transaction. The Private Placement may be completed on one or more closing dates. Effective on the closing date of the Transaction and subject to completion of the Transaction, DCP (either directly or through an affiliate) has agreed to subscribe for Shares having a total subscription price of CAD\$1,000,000 under the Private Placement. Completion of the Transaction is not conditional on closing of the Private Placement. The Private Placement remains subject to approval by the TSXV, and any issuance of Shares to DCP or its affiliate pursuant to the Private Placement remains subject to Shareholder approval (including the approval of the disinterested Shareholders). Additionally, closing of the Private Placement will be contingent on the TSXV’s approval of the Transaction. There are no finder’s fees payable in connection with the Private Placement. Shares issued pursuant to the Private Placement will be subject to a hold period of four months and one day following the date of issuance, in accordance with applicable securities laws and TSXV policies.

Early Warning Disclosures and Description of Indebtedness

As at the date of this news release, Jeffrey J. Smith, Chief Executive Officer of DCP and a director of Venzee, together with joint actors DCP and Pateno Payments Inc. (“**Pateno**”), has beneficial ownership of, or exercises control and direction over, 22,274,136 Shares, representing approximately 44.33% of the total issued and outstanding Shares on a non-diluted basis. Through Pateno, Mr. Smith also exercises control and direction over CAD\$290,000 principal amount of unsecured Convertible Debentures bearing interest at a rate of 5% per annum and convertible into an aggregate of approximately 966,666 units of the Company comprised of one Share and one Share purchase warrant (each, a “**Debenture Warrant**”), with each Debenture Warrant exercisable into a Share for a period of five years from the date of issuance of such Convertible Debentures at a price of CAD\$0.48 per Share. Assuming conversion of such Convertible Debentures and exercise of the Debenture Warrants, as at the date of this news release, Mr. Smith would have beneficial ownership of, or exercise control and direction over, an aggregate of 24,207,468 Shares, representing approximately 46.39% of the total issued and outstanding Shares on a partially diluted basis. Mr. Smith in his personal capacity has ownership and control over 1,155,953 Shares, representing approximately 2.30% of the issued and outstanding Shares on a non-diluted basis.

The Company is indebted to DCP under three promissory notes (collectively, the “**Notes**”) which are expected to have an aggregate principal amount of CAD\$1,806,500, plus approximately CAD\$253,000 in accrued interest, assuming a Closing Date of December 12, 2025. The details of the Notes are as follows: (i) in September 2023, the Company issued DCP a CAD\$100,000 principal amount promissory note bearing interest at a rate of 8% per annum and payable three years from the date of issuance in exchange for short-term financing for such amount from DCP for working capital purposes; (ii) in November 2023, the Company issued DCP a CAD\$150,000 principal amount promissory note bearing interest at a rate of 8% per annum and payable three years from the date of issuance in exchange for additional short-term financing for such amount from DCP for working capital purposes; and (iii) in February 2024, the Company issued DCP a partially secured grid promissory note bearing interest at a rate of 12% per annum and payable three years from the date of issuance representing the unpaid fees owing to DCP pursuant to the Consulting Agreement (described below) and additional cash advances for short-term financing from DCP to the Company for working capital purposes made from time to time since its issuance.

On March 23, 2023, the Company entered into a consulting services agreement (the “**Consulting Agreement**”) with DCP, pursuant to which DCP was engaged to provide consulting and advisory services to the Company. DCP has continued to provide services to the Company at a rate of CAD\$30,000 per month, including accounting, sales and marketing services and legal support. Assuming a closing date of December 12, 2025, there will be approximately CAD\$796,500 in unpaid consulting fees, plus approximately CAD\$101,500 in accrued interest owing to DCP in respect of these consulting fees (which amounts are reflected in the aggregate amount of the Notes set out above).

Assuming a closing date of December 12, 2025, and that all holders of Convertible Debentures agree to convert their Convertible Debentures into Shares pursuant to the Debt Settlement, that 10,526,316 Shares are issued pursuant to the Private Placement, and that all debt and interest is settled based on a deemed issue price of CAD\$0.095 per Share, it is anticipated that there will be approximately 121,851,310 Shares issued and outstanding upon completion of the Transaction. Based on the foregoing assumptions, in accordance with the Transaction Agreement, on the closing date of the Transaction, it is anticipated that Mr. Smith (through DCP and Pateno, as applicable) will acquire beneficial ownership and control and direction over an additional: (i) 30,000,000 Shares pursuant to the Transaction, (ii) 25,552,623 Shares pursuant to the Debt Settlement, representing (A) 9,453,195 Shares issued in settlement of approximately CAD\$898,000 owing by Venzee to DCP for unpaid consulting fees and accrued interest relating to consulting services provided by DCP to Venzee since the third quarter of 2023; (B) 12,224,923 Shares issued in settlement of approximately CAD\$1,161,000 owing by Venzee to DCP pursuant to cash loans and accrued interest evidenced by promissory notes; (C) 3,456,481 Shares issued in settlement of approximately CAD\$328,000 owing by Venzee to Pateno pursuant to Convertible Debentures including accrued interest; and (D) 418,024

Shares issued in settlement of approximately USD\$28,400 (equal to approximately CAD\$39,700 based on the daily average USD/CAD exchange rate as of October 30, 2025) of indebtedness owing by Venzee to certain former employees, which was assumed by DCP for consideration of approximately USD\$5,600; and (iii) 10,526,316 Shares pursuant to the Private Placement, issued at a deemed issue price of CAD\$0.095 per Share. Based on the foregoing assumptions, Mr. Smith will have beneficial ownership of, or exercise control and direction over, an aggregate of approximately 88,353,075 Shares following completion of the Transaction, representing approximately 72.51% of the issued and outstanding Shares on a non-diluted basis.

Assuming all holders of Convertible Debentures agree to participate in the Debt Settlement, that all indebtedness and accrued interest is settled based on a deemed per share price of CAD\$0.095 (subject to the minimum acceptable price required by TSXV policies) and that closing occurs on December 12, 2025, an aggregate of approximately 31,075,175 Shares would be issued pursuant to the Debt Settlement in satisfaction of approximately CAD\$2,952,000 of aggregate indebtedness and accrued interest, which includes all amounts owing pursuant to DCP and its joint actors, as well as to third party holders of the Convertible Debentures.

The early warning disclosures above are issued pursuant to National Instrument 62-103 – *The Early Warning Systems and Related Take-Over Bids and Insider Reporting Issues*, which also requires a report to be filed with regulatory authorities in each of the jurisdictions in which the Company is a reporting issuer containing information with respect to the foregoing matters (“**Early Warning Report**”). The Early Warning Report containing additional information with respect to the foregoing matters will be filed and made available under the SEDAR+ profile of Venzee at www.sedarplus.ca.

The head office of the Company is Suite 170, 422 Richards Street, Vancouver, British Columbia, V6B 2Z4, and Mr. Smith’s address is 736 Meridian Road NE, Calgary, Alberta, T2A 2N7.

Disinterested Shareholder Approval

The Transaction, the Debt Settlement and the Private Placement will each be considered a “related-party transaction” within the meaning of TSXV Policy 5.9 – *Protection of Minority Security Holders in Special Transactions* and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). In particular, the Transaction is a “related party transaction” under MI 61-101 as a result of: (i) DCP, the vendor under the Transaction, being a related party of the Company due to DCP being a “control person” of the Company; (ii) Mr. Smith, President and a director of the Company, and Ms. Draper, a director of the Company, being directors of DCP; and (iii) Mr. Smith beneficially owning more than 50% of the equity securities of DCP. The Debt Settlement is a “related party transaction” under MI 61-101 as a result of the Debt Settlement being considered a “connected transaction” to the Transaction for purposes of MI 61-101, and the participation of DCP and Pateno in the Transaction. The Private Placement is a “related party transaction” under MI 61-101 as a result the Private Placement being considered a “connected transaction” to the Transaction for purposes of MI 61-101, and DCP having agreed (either directly or through an affiliate) to subscribe for up to CAD\$1 million of Shares pursuant to the Private Placement. Disinterested shareholder approval is also required in connection with the Transaction under TSXV Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* since: (i) the issuance to DCP and its associates or affiliates of Shares as consideration will exceed 10% of the Company’s outstanding shares on a non-diluted basis prior to the Transaction; and (ii) the Company has not provided evidence of value to the TSXV in a prescribed method in respect of the value of the Jasper Business and the Jasper Software in connection with the Transaction. Disinterested shareholder approval of the Debt Settlement is also required under TSXV Policy 4.4 – *Security Based Compensation* in connection with the settlement of unpaid consulting fees owing by Venzee to DCP through the issuance of Shares as described above.

Accordingly, Venzee will seek disinterested shareholder approvals at the Meeting, which will exclude the voting of any Shares held by DCP and Mr. Smith (being the only joint actors of DCP that hold Shares). Venzee will rely on the exemption in Section 5.5(b) of MI 61-101 with respect to not obtaining any formal valuations in connection with such transactions.

About Venzee

Venzee unlocks Shareholder value by carrying out its mission to create intelligent technology that empowers companies to optimize their ecommerce execution and win on the digital shelf. Its modern PIM/PXM platform disrupts and displaces inefficient manual processes in favor of integrated, machine-driven solutions. To learn more about the Venzee platform, visit <https://venzee.com>.

About DCP

In a world where innovation and disruption are key to success, DCP is leading the charge with cutting-edge digital payment solutions. From seamless integrations to fully customizable options, DCP helps its customers put fast, reliable solutions at the heart of their businesses. DCP was incorporated under the laws of the Province of Alberta and is not a “reporting issuer” under applicable securities legislation in any jurisdiction and its securities are not listed for trading on any stock exchange. To learn more about DCP, visit <https://dc-payments.ca>.

Further Information

All information contained in this news release with respect to Venzee and DCP was supplied by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

For further information regarding the Transaction or to obtain a copy of the applicable Early Warning Report, please contact:

Peter Montross
Chief Executive Officer, Venzee Technologies, Inc.
peter.montross@venzee.com
503-320-8046

Jeffrey J. Smith
Chief Executive Officer
Digital Commerce Payments Inc.
jeff@dcbank.ca

Completion of the Transaction, the Debt Settlement and the Private Placement are subject to a number of conditions, including but not limited to, TSXV acceptance and disinterested shareholder approval. Where applicable, the Transaction, the Debt Settlement and the Private Placement cannot close until the required shareholder approval is obtained. There can be no assurance that such transactions will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the information circular to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of Venzee should be considered highly speculative.

The TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this news release. Neither the TSXV nor its Regulation Service Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Information

This news release contains “forward-looking information” within the meaning of applicable securities laws. Forward-looking information may relate to Venzee’s future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, projected costs, capital expenditures, financial results and taxes involving Venzee. In some cases, forward-looking information can be identified by such terms such as “may”, “might”, “will”, “could”, “should”, “would”, “occur”, “be achieved”, “will be taken”, “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “predicts”, “potential”, “continue”, “likely”, “forecasts”, “schedule”, or variations or the negative thereof or other similar expressions concerning matters that are not historical facts. Some of the specific forward looking statements in this news release include, but are not limited to, statements regarding: (i) the timing of the completion of the proposed Transaction; (ii) that the Transaction Agreement entered into in respect of the Transaction will not be amended or terminated; (iii) the number of Shares held or controlled by Mr. Smith and his joint actors following the completion of the Transaction; (iv) statements relating to Venzee’s business following completion of the Transaction and the anticipated benefits and performance of the Jasper Business once integrated in Venzee’s business; (v) the ability of Venzee to implement its business strategies; (vi) completion of the Debt Settlement, including the total amount of indebtedness that will be settled pursuant thereto; (vii) the total amount of indebtedness and accrued interest owing to DCP and its related parties on closing of the Transaction; (viii) completion of the Private Placement, including the total gross proceeds received pursuant thereto; (ix) the number of Shares that are expected to be outstanding following completion of the Transaction; (x) the sufficiency of the proceeds of the Private Placement to allow Venzee to meet its working capital requirements following completion of the Transaction; and (xi) the date of the Meeting.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Venzee to be materially different from those expressed or implied by such forward-looking information, including but not limited to: (i) Venzee’s ability to successfully integrate the Jasper Business into Venzee’s existing operations, which may impact Venzee’s ability to achieve its expected financial projections and targets; (ii) Venzee’s ability to fund the ongoing costs associated with the integration of the Jasper Business into its existing operations, which may negatively impact Venzee’s ability to achieve the benefits of the Transaction; (iii) global financial conditions, and the related impact of geopolitical and social uncertainties, and fluctuating conditions in respect of the market for e-commerce software solutions, which may impact Venzee’s ability to achieve its financial projections and targets; (iv) the willingness of DCP to continue to provide working capital and infrastructure support for Venzee’s day-to-day operations; (v) the willingness of all holders of Convertible Debentures to participate in the Debt Settlement, which may impact Venzee’s ability to complete the Transaction; (vi) the amount of indebtedness (including accrued interest thereon) that will be settled through the issuance of Shares pursuant to the Debt Settlement, which may impact the number of Shares held by DCP and other Shareholders following the completion of the Transaction; (vii) total gross proceeds received pursuant to the Private Placement, which may impact the ability of the Company to meet its working capital requirements; and (viii) Venzee’s ability to obtain the necessary approvals from the TSXV and Shareholders for the Transaction, the Debt Settlement and the Private Placement. When relying on forward-looking statements to make decisions, Shareholders and others should carefully consider the foregoing factors and other uncertainties and potential events. Readers are cautioned that the foregoing list of factors is not exhaustive.

Certain assumptions were made in preparing the forward-looking information concerning: (i) the performance of the Jasper Business and the Jasper Software at the desired efficiency once integrated with Venzee's operations; (ii) the sufficiency of capital resources available for the integration of the Jasper Business and the Jasper Software, and Venzee's operations overall; (iii) ongoing consumer demand for e-commerce software solutions; (iv) Venzee's ability to maintain its status as a going concern; and (v) there being no regulatory changes affecting the Jasper Business. Additional information about assumptions and risks and uncertainties is contained under "Risk Factors and Uncertainties" in Venzee's management's discussion and analysis for the financial year ended March 31, 2025 and the period ended June 30, 2025, which are available at the website for the System for Electronic Document Analysis and Retrieval at www.sedarplus.ca under Venzee's profile, and in other filings that Venzee has made and may make with applicable securities authorities in the future.

Although Venzee has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained in this news release relates only to events or information as of the date on which the statements are made, and is expressly qualified in its entirety by this cautionary statement. Venzee does not undertake to update any forward-looking information, except as required by applicable securities laws.