# Form 51–102F3

***MATERIAL CHANGE REPORT***

# Item 1. Name and Address of Company

NetCents Technology Inc. (“**NetCents**” or the “**Company**”)

350 – 375 Water Street

Vancouver, British Columbia V6B 5C6

# Item 2. Date of Material Change

September 29, 2021

# Item 3. News Release

The Company disseminated a news release on September 29, 2021 and subsequently filed a copy on [www.sedar.com](http://www.sedar.com/) (the “**News Release**”).

# Item 4. Summary of Material Change

The Company added Frank Amaro and Jason Dukowski as the Company’s new Independent Directors.

# Item 5. Full Description of Material Change

* 1. **Full Description of Material Change**

The Company announced the addition of Frank Amaro and Jason Dukowski as the Company’s new Independent Directors.

Frank is an industry veteran and a strategic business leader in the distributed ledger and blockchain space. Mr. Amaro spent 17 years in JP Morgan’s commodity trading group where he successfully built JPM’s Platinum Group Metals business. He has leveraged his experience both at JP Morgan and as an angel investor and entrepreneur to help start-ups successfully navigate anticipated regulatory changes.

Frank’s interest in the cryptocurrency industry evolved from his initial purchase of Bitcoin in 2014. He is an original member of Blockchain Capital’s AngelList syndicate and the co-founder of Block5, an early-stage investment and advisory firm.

In addition to his influence in the crypto world, Frank also serves as a Fintech advisor to the London Bullion Metals Association (LBMA).

Jason Dukowski has also joined NetCents as an Independent Director. He is a seasoned finance, risk, and compliance executive with over 20 years of experience in government and corporate operations, information and privacy legislation, business continuity, change management strategies, and risk mitigation. Throughout his career, Jason has consulted and provided leadership to businesses in the areas of governance, compliance, risk management, anti-money laundering, and financial planning.

As an entrepreneur and business owner, Jason has maintained a robust client-base. In previous roles, Mr. Dukowski provided unparalleled advice, and implementation strategy to his clients.

As the Company’s new Independent Director, Jason will apply his expertise in risk, compliance, and government policy to further develop NetCents’ risk assessment approach, and compliance strategies.

Jason holds a BA from the University of British Columbia and regularly volunteers for the Veterans Memorial Housing Society as treasurer.

# 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

None.

# Item 8. Executive Officers

Clayton Moore CEO Tel.: (604) 633-9967

# Item 9. Date of Report

September 29, 2021.