

Form 51-102F3
Material Change Report

1. Name and Address of Company

RevoluGROUP Canada Inc.
Suite 211 - 4388 Still Creek Drive
Burnaby, BC, Canada, V5C 6C6
(the "Company")

2. Dates of Material Change(s)

December 6, 2022

3. News Release(s)

A news release was issued on December 6, 2022 and filed on SEDAR on that same day.

4. Summaries of Material Changes

AGM on December 16th, 2022 to take place only via Zoom

5. Full Description of Material Changes

News Release dated December 6, 2022 – See Schedule "A".

6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. James Pettit, President of the Company, is knowledgeable about the material change contained herein and may be reached at (604) 687-3376.

9. Date of Report

This report is dated December 6, 2022.

SCHEDULE "A"
to the Material Change Report dated December 6, 2022



REVOLUGROUP

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NEWS RELEASE

December 6th, 2022

RevoluGROUP Canada Inc. RevoluSEND and RevoluTRANSFER Top 120 Countries Adding United Kingdom, Equity Investment Talks Update, AGM Only Via Zoom

Vancouver, BC – RevoluGROUP Canada Inc. (TSX-V: [REVO](#)), (Frankfurt: [IJA2](#)) (the "Company") is pleased to announce that [RevoluSEND](#) and [RevoluTRANSFER](#) now include the United Kingdom, extending the Company's financial reach to 120 countries. The Company has concluded the technical integration of the United Kingdom into its platforms and those of white-label partners.

Equity Investment Talks

Further to the news release dated [November 29th, 2022](#), the Company would like to inform shareholders that the talks are progressing positively. The parties continue working towards a final agreement on or before December 8th, 2022, regarding a potential equity investment in the Company.

AGM Meeting Via Zoom

On November 21st, 2022, the Company issued advice on two official methods for its shareholders to attend the annual AGM on December 16th, 2022. Those methods were remote via zoom or physical presence at the Hotel Metropolitan, Vancouver, BC. Since the notification to shareholders, it has become apparent that few shareholders anticipate attending physically due to the persistent logistical travel complications after the COVID pandemic. Furthermore, CEO Steve Marshall has provided medical reports to the Company, having been diagnosed with Chronic Gastritis caused by the common microorganism *Helicobacter Pylori*. While the ailment is inconsequential, and Mr. Marshall

expects to eradicate the bacteria quickly, physicians have advised him not to travel internationally for the time being. Consequently, the Company no longer provides the option of a physical presence AGM at Hotel Metropolitan. Hence, for the reasons cited above, the Company is to continue solely with the November 21st, 2022, Sedar-notified Zoom AGM to be presided over by Mr. Marshall and Mr. Pettit.

Links Used in this News Release

RevoluTRANSFER - <https://www.revolutransfer.com/>

RevoluSEND - <https://www.revolusend.com/>

About RevoluPAY®

The Company's flagship Neobanking technology is [RevoluPAY®](#), the [Apple](#) and [Android](#) multinational payment app. Conceived entirely in-house, RevoluPAY features proprietary, sector-specific technology of which the resulting source code is the Company's intellectual property. RevoluPAY's built-in features include [Remittance Payments](#), Forex, [Crypto-to-fiat exchange](#), Retail and Hospitality payments, [Real Estate Payments](#), [pay-as-you-go phone top-ups](#), [Gift Cards & Online Credits](#), Utility Bill payments, [Gaming Credits](#), Leisure payments, [Travel Payments](#), etc. RevoluPAY is aimed squarely at the worldwide multi-billion dollar Open Banking sector, [cross-border forex payments](#), and + [\\$595 billion](#) family remittance market. RevoluPAY® is operated by the European wholly-owned subsidiary RevoluPAY EP S.L situated in Barcelona. RevoluPAY is a licensed [United States MSB](#), [Canadian FINTRAC](#), and [European PSD2 payment institution 6900](#) under the auspices of E.U. Directive 2015/2366 with [E.U. 27 Country Passporting](#) and [official issuer](#) of [Visa®](#) Cards and authorized [Visa®](#) Affiliate Member. RevoluGROUP Canada Inc. controls [five wholly-owned subsidiaries](#) on four continents.

About RevoluGROUP Canada Inc.:

RevoluGROUP Canada Inc. is a multi-asset, multidivisional, publicly traded Canadian Company deploying advanced technologies in; Banking, Mobile Apps, Money Remittance, Cross-Border Forex Payments, Mobile Phone Top-Ups, EGaming, Healthcare Payments, Esports, Invoice factoring, Online Travel, Vacation Resort, Blockchain Systems, and Fintech app sectors. [Click here](#) to read more.

For further information on RevoluGROUP Canada Inc. (TSX-V: REVO), visit the Company's website at www.RevoluGROUP.com. The Company has approximately 192,356,376 shares issued and outstanding.

RevoluGROUP Canada, Inc.

"Steve Marshall"

STEVE MARSHALL
CEO

For further information, contact:
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Email: info@revolugroup.com

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This release includes certain statements that may be deemed to be "forward-looking statements". All statements in this release, other than statements of historical facts, that address events or developments that management of the Company expects, are forward-looking statements. Although management believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, and actual results or developments may differ materially from those in the forward-looking statements. The Company undertakes no obligation to update these forward-looking statements if management's beliefs, estimates or opinions, or other factors, should change. Factors that could cause actual results to differ materially from those in forward-looking statements, include market prices, exploration and development successes, continued availability of capital and financing, and general economic, market or business conditions. Please see the public filings of the Company at www.sedar.com for further information.

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