

FORM 51-102F3**MATERIAL CHANGE REPORT****Item 1: Name and Address of Company**

Darelle Online Solutions Inc.
4610 Sheridan Ridge Road
Nanaimo, B.C. V9T 6S6

Item 2: Date of Material Change

March 24, 2025

Item 3: News Release

A news release dated March 24, 2025, was disseminated and filed on SEDAR+ on March 24, 2025.

Item 4: Summary of Material Change

The Company has received notice from the TSX Venture Exchange (the "Exchange") that it does not currently meet the Continued Listing Requirements ("CLR") for a Tier 2 issuer, specifically in regard to working capital. As a result, the Company has been placed on notice for potential transfer to the NEX board.

Item 5: Full Description of Material Change

On March 24, 2025, Darelle Online Solutions Inc. (the "Company") announced that it received a notice from the TSX Venture Exchange (the "Exchange") stating that the Company does not currently meet the Continued Listing Requirements ("CLR") for a Tier 2 Technology Issuer, specifically in relation to its working capital position.

In accordance with TSXV Policy 2.5, Section 3.2(b), the Exchange has placed the Company on notice for possible transfer to the NEX board. The Company has been provided with a 90-day notice period, expiring on June 20, 2025 (the "Deadline"), to demonstrate compliance with Tier 2 CLR or to submit evidence of a proposed transaction that would remedy the deficiency.

If the Company fails to file satisfactory documentation or demonstrate compliance by the Deadline, the Exchange will issue a bulletin advising the transfer of the Company's listing to the NEX board, without further notice.

The Company is currently reviewing its options and evaluating potential strategies to remedy the deficiency prior to the Deadline and will provide further updates as they become available.

Item 6: Reliance on Section 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.

Item 8: Executive Officer

For further information, please contact:

Dean Bethune CPA, C.A.

President

(778) 840-3325

dbethune@darelle.com

Item 9: Date of Report

March 24, 2025