

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of the Company

Powerband Solutions Inc. (“**PowerBand**” or “**Company**” or “**PBX**”)
3385 Harvester Road, Suite 225
Toronto, Ontario
Canada
L7N 3N2

Item 2. Date of Material Change

October 28, 2020

Item 3. News Release

A news release setting out information concerning the material change described in this report was disseminated, and filed on the System for Electronic Document Analysis and Retrieval (SEDAR), on October 28, 2020.

Item 4. Summary of Material Change

DRIVRZ US, LLC (“**DRIVRZ US**”), a wholly owned subsidiary of Powerband Solutions US Inc. (“**Powerband US**”), signed a Membership Interest Purchase Agreement (“**Purchase Agreement**”) to acquire 60% of IntellaCar Solutions, LLC (“**IntellaCar**”). The aggregate consideration to be paid by DRIVRZ US is USD\$1.5 million in cash and 2 million common shares of PBX, for a total purchase price of CDN\$2.4 million (based on a deemed issuance price of CDN\$0.22 per share, and current foreign exchange rates).

The purchase price was negotiated at arm’s length. Under the Purchase Agreement the cash portion of US\$1,500,000 will be satisfied by a payment of USD\$500,000 upon closing, and the execution of two non-interest bearing promissory notes. The first promissory note for USD\$ 600,000 has a maturity date of December 31, 2020. The second promissory note for USD\$400,000 has a maturity date of March 31, 2021. At closing, 1 million common shares of PBX will be issued to John Canales, Chairman of IntellaCar, and 1 million shares will be issued to Bruce Polkes, President and CEO of IntellaCar. The shares will have a minimum four month hold period and will be subject to a restriction legend under SEC Rule 144.

IntellaCar’s leadership team will remain in place and continue to operate under the guidance of PowerBand and DRIVRZ. DRIVRZ will appoint three members to IntellaCar’s five-member Board of Directors, with Mr. Canales and Mr. Polkes being the other two members.

Item 5.1 Full Description of Material Change

The Material Change is fully described in the press release attached hereto as Schedule “A”.

Item 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

Not applicable.

Item 8. Executive Officer

Shibu Abraham, Chief Financial Officer, Telephone: +1 (289) 201-6930

Item 9. Date of Report

July 15, 2022

Schedule "A"

PowerBand Acquires 60% of IntellaCar Solutions, LLC

PowerBand Adds IntellaCar, the Leading iPad Solution for Automotive Dealers and Drivers, to its Virtual Transaction Platform

VANCOUVER, British Columbia (October 28, 2020) —PowerBand Solutions Inc. (TSXV: PBX) (OTCQB: PWVBF) (Frankfurt: 1ZVA) ("**PowerBand**", "**PBX**" or the "**Company**") is pleased to announce that on October 28, 2020, DRIVRZ US, LLC. ("**DRIVRZ US**"), a wholly-owned subsidiary of Powerband Solutions US Inc. ("**PowerBand US**"), has signed a Membership Interest Purchase Agreement ("**Purchase Agreement**") to acquire 60% of IntellaCar Solutions, LLC. ("**IntellaCar**"). The aggregate consideration to be paid by DRIVRZ is USD\$1.5 million in cash, and 2 million common shares of PBX, for a total purchase price of CDN\$2.42 million (based on a deemed issuance price of CDN\$0.225 per share, and current foreign exchange rates). The purchase price was negotiated at arm's length.

[IntellaCar](#), which is now being used by car dealerships in the United States, allows automotive dealers and consumers to price and purchase vehicles on a tablet or website.

IntellaCar also has an extensive video and brochure library of vehicles, enabling users to see the model of car they are buying and review a vehicle's details dating back to 2010 model years. It also enables trade-ins. For automotive dealers, IntellaCar has been shown to increase sales, boost productivity and efficiency, and generate higher finance and insurance uptakes.

"With IntellaCar we now have an incredibly user-friendly platform that dealers and consumers can use in a dealership, or from any location, to search, finance and purchase a vehicle," said PowerBand CEO Kelly Jennings. "PowerBand will offer access to more than 4.5 million new and used vehicles and IntellaCar is the simple-to-use interface that makes buying, selling, leasing and financing a car as easy as buying something on Amazon."

All of the key aspects of automotive retail have been centralized onto PowerBand's virtual transaction platform, being branded under DRIVRZ. Auto dealers and drivers can now buy, sell, trade-in and lease or finance their cars or trucks on a smart phone, or other digital device, from any location.

"I have been in the auto industry for 30 years and there is nothing like Powerband and DRIVRZ on the market," said IntellaCar Chairman John Canales. "This is true, one-stop shopping for people, putting the power to buy, sell, lease and finance a car or truck at their fingertips."

Under the Purchase Agreement the cash portion of USD \$1,500,000 will be satisfied by a payment of USD \$500,000 upon closing, and the execution of two non-interest bearing promissory notes. The first promissory note for USD \$600,000 has a maturity date of December 31, 2020. The second promissory note for USD \$400,000 has a maturity date of March 31, 2021.

At closing, 1 million common shares of PBX will be issued to John Canales, Chairman of IntellaCar, and 1 million shares will be issued to Bruce Polkes, President and CEO of IntellaCar. The shares will have a minimum four month hold period and will be subject to a restriction legend under SEC Rule 144.

IntellaCar's leadership team will remain in place and continue to operate under the guidance of PowerBand and DRIVRZ. DRIVRZ will appoint three members to IntellaCar's five-member Board of Directors, with Mr. Canales and Mr. Polkes being the other two members.

The acquisition of IntellaCar is an arm's length transaction. There are no finder's fees payable as a result of the transaction. The acquisition is subject to the approval of the TSX Venture Exchange.

About PowerBand Solutions Inc.

PowerBand Solutions Inc., listed on the TSX Venture Exchange and the OTCQB markets, is a fintech provider disrupting the automotive industry. PowerBand's integrated, cloud-based transaction platform facilitates transactions amongst consumers, dealers, funders and manufacturers (OEMs). It enables them to buy, sell, trade, finance, and lease new and used, electric- and non-electric vehicles, on smart phones or any other online digital devices, from any location. PowerBand's transaction platform — being trademarked under DRIVRZ — is being made available across North American and global markets.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this news release.

For further information, please contact:

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FORWARD-LOOKING STATEMENTS

This news release contains forward-looking statements relating to the Company and other statements that are not historical facts. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements regarding future plans and objectives of the Company, are forward looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. As a result, we cannot guarantee that any forward-looking statement will materialize, and the reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as at the date of this news release, and the Company does not undertake any obligation to update publicly or to revise any of

the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by Canadian securities law.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws, unless an exemption from such registration is available.