FORM 51-102F3

Material Change Report

Item 1 **Name and Address of Company**

SMARTSET SERVICES INC. (the "Company" or "Smartset")
2500 – 700 West Georgia Street
Vancouver, BC
V7Y 1B3

Telephone: 778 362-3037

Item 2 **Date of Material Change**

July 20, 2023

Item 3 **News Release**

Issued July 20, 2023 and distributed through The Newswire and filed on SEDAR with the Securities Commissions of British Columbia, Alberta and Ontario.

Item 4 **Summary of Material Change**

The Company announced that it has closed its previously announced non-brokered private placement of 300,00 common shares of Smartset at a price of $0.05 per share for aggregate proceeds of $15,000.

Item 5.1 **Full Description of Material Change**

The Company announced closing of its private placement, previously announced May 24, 2023, of an aggregate of 300,000 common shares at $0.05 per share for gross proceeds of $15,000.

The Company is a "Capital Pool Company", as defined under the policies of the TSX Venture Exchange (the "TSXV"). Proceeds from the placement will be used for audit, legal, and, general working capital, due diligence costs related to identifying and evaluating assets or businesses for a potential "Qualifying Transaction" as defined in the policies of the TSXV, financing or partially financing the acquisition of significant assets in connection with a Qualifying Transaction or for working capital after completion of a Qualifying Transaction. In the event that a proposed Qualifying Transaction is identified, a portion of the private placement proceeds may be used as an advance to the target company for the purposes of preserving its assets prior to closing of the transaction.

All shares issued pursuant to this placement will be subject to a four month hold period from the date of issuance. In addition, all shares issued will be subject to an 18 month, post "Qualifying Transaction" escrow release schedule pursuant to the Company's CPC Escrow agreement dated March 17, 2021, a copy of which will be available under the Company's profile at www.sedar.com.

All three subscribers to the private placement were directors of the Company, or a company controlled by a director of the Company and, as a result, the private placement constitutes a "related party transaction" under the policies of the TSXV and Multilateral Instrument 61-

101 *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is relying on exemptions from the minority shareholder approval and formal valuation requirements applicable to the related party transactions under Sections 5.7(b) and 5.5(b), respectively, of MI 61-101. There has been no prior formal valuation of the common shares issued as there has not been any necessity to do so. The Private Placement has been reviewed and unanimously approval by the Company's board of directors, including the independent directors.

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

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

Item 8 Executive Officer

Contact: Randy Clifford, CEO
Telephone: 778 362-3037

Item 9 Date of Report

July 24, 2023