FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

DGTL Holdings Inc. (the "**Company**")
1 Adelaide Street East, Suite 801
Toronto, Ontario, M5C 2V9

Item 2: Date of Material Change

March 16, 2022 and March 17, 2022.

Item 3: News Release

A news release was issued and disseminated via Newsfile Corp. on March 18, 2022 and filed on SEDAR at www.sedar.com, a copy of which is attached hereto as Schedule "A".

Item 4: Summary of Material Change

Effective March 16, 2022, Steven Goldberg and Michael Racic resigned from their respective officer positions at the Company and from the Board of the Company.

Effective March 17, 2022, the Company appointed John Belfontaine as the Chief Executive Officer and Chairman of the board of directors of the Company (the "**Board**") and Steven M. Brown as Chief Commercial Officer of the Company. In addition, Bruce Lev was appointed to the Board.

Mr. Belfontaine was also appointed as the sole director of Engagement Labs Inc., the Company's wholly owned subsidiary ("**EL**").

Phil Frank was appointed as the Managing Director of Hashoff LLC.

In connection with the closing of the plan of arrangement with EL, Ed Keller, former Chief Executive Officer of EL, and Cedric de Saint Leger, former Chief Technology of EL resigned. Steven M. Brown is continuing as the President and Chief Revenue Officer of EL.

Item 5.1: Full Description of Material Change

Please see the Company's news release attached 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 (Confidentiality)

Not applicable.

Item 7: Omitted Information

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

Item 8: Executive Officer

For additional information with respect to this material change, the following person may be contacted:

John-David Belfontaine
Chairman and Chief Executive Officer
T: (877) 879-3485
E: john@dgtlinc.com

Item 9: Date of Report

March 25, 2022.

SCHEDULE “A”

(*See attached.*)

DGTL Holdings Inc. Reports New Senior Management and Board Appointments

New Chief Executive Officer, Chief Commercial Officer, and Board Member Appointments to DGTL Holdings Inc. and New Managing Director Appointed to Hashoff LLC to Lead Corporate Integration and Long-Term Organizational Development Plans

Toronto, Ontario--(Newsfile Corp. - March 18, 2022) - DGTL Holdings Inc. (TSXV: DGTL) (OTCQB: DGTHF) (WKN: A2QB0L) ("DGTL Holdings") reports that it has appointed new senior executive and board of director post the successful completion of a Plan of Arrangement (the "Arrangement") merger with Engagement Labs. The company also reports on near-term corporate integration projects and long-term organizational development plans.

New Chief Executive Officer

Firstly, DGTL Holdings Inc. reports that founder and director, Mr. John Belfontaine has been appointed as the Chief Executive Officer and Chairman of the Board of DGTL Holdings Inc. as well as sole director of Engagement Labs.

Engagement Labs reports that the former Chief Executive Officer Ed Keller and former Chief Technology Officer Mr. Cedric de Saint Leger have both departed from Engagement Labs and its subsidiaries. Both Mr. Keller and Mr. de Saint Leger departed as per the closing terms and conditions terms of the aforementioned "Plan of Arrangement". Mr. Steven M. Brown will continue as the President and Chief Revenue Officer of Engagement Labs. DGTL Holdings Inc. reports that Mr. Steven Goldberg and Mr. Michael Racic have resigned also as officers and directors of the Company.

All other executives, directors and operational personnel of both subsidiaries remain active and engaged in the immediate integration and long-term organizational development plans.

New DGTL Chief Commercial Officer

Secondly, DGTL Holdings Inc. reports the appointment of Mr. Steven M. Brown to the role of Chief Commercial Officer (CCO). As the new CCO of DGTL Holdings Inc., Mr. Brown will oversee all business development initiatives for Engagement Labs, Hashoff LLC and future potential subsidiaries of DGTL Holdings Inc.

With over 30 years of experience in the sector, Mr. Brown joins DGTL Holdings Inc. with a track record of success in the digital media and marketing industry. Throughout his highly successful career, Brown has guided several high-performance business development teams for global industry powerhouse companies, such as United Online, IGN/News Corp, and Viacom/CBS Radio. Previously, Mr. Brown served as Chief Revenue Officer of ViewLift (a global streaming technologies company) and Senior Vice President of Platform Sales and Advertising Solutions for NeuLion (a leading OTT technology company). Under his leadership, NeuLion experienced unprecedented customer growth and was sold to Endeavor in 2018 in an all-cash transaction valued in excess of $300 million.

New DGTL Board Member

Thirdly, DGTL Holdings Inc. reports the appointment of Mr. Bruce Lev to the board of directors. Mr. Lev is the Managing Director of Loeb Holding Corporation with over 30 years of experience in the capital markets. Mr. Lev is the former Vice Chairman and Director of USCO Logistics (which was sold to global freight forwarder Kuhne & Nagel in 2001) and former Executive Vice President of Corporate and Legal Affairs of Micro Warehouse Inc.

Mr. Lev also served as a former director of the Roper Organization. Mr. Lev is also a former Vice Chairman of AirDat, LLC, and a former board member of Integral Systems Inc. Mr. Lev also served as a former board member and Audit Committee Chairman of VirtualScopics, Inc. Mr. Lev is on the board and member of multiple committees of Intersections Inc. Mr. Lev is a Graduate of Wesleyan University in Middletown, CT, and University of Virginia School of Law.

New Managing Director, Hashoff LLC

Finally, DGTL Holdings Inc. also reports that it has appointed Mr. Phil Frank as the new Managing Director of Hashoff LLC. With 25 years of experience in digital media and adtech, Mr. Frank's career has been focused on building global enterprise level advertising and data-driven marketing platforms. Mr. Frank is a first-generation digital marketer, joining Infoseek in early 1995. Mr. Frank's proven leadership experience includes Vice President of Sales at AOL, as well as Head of Advertiser Relations at Collective, and senior advisor to leading digital marketing firms. Mr. Frank was the former Chief Revenue Officer Batanga which was acquired by Univision to become the largest multicultural digital platform in the world.

Integration and Organizational Development

The newly enhanced senior management is now focused on phase one integration of the administration, accounting and organizational structure and reporting requirements of its combined entities. The goal is to develop a seamless transition of Engagement Labs and to maximize efficiency of the executive administration with significant cost saving measures to reduce operating expenses and achieve consistent cashflow positivity, in the near term. Cost saving measures include the significant reduction of management wages, office closures and the delisting of Engagement Labs from the Toronto Venture Stock Exchange. DGTL Holdings Inc. will maintain its current listing on the TSXV, OTC Markets and FSE Markets.

Phase two will focus on building an amalgamated business development department supervised by DGTL's new Chief Commercial Officer. This process will begin with actively training the collective sales, marketing account management teams on all of the products and services under management to nurture and harvest cross and up sales opportunities. The goal is organic revenue growth within the portfolio by onboarding existing clients on both the Hashoff and Total Social platforms. This process will be extended to identifying new reseller and channel partners in underserved markets to assist in continuing to diversify the collective client mix.

Closing Remarks

DGTL Holdings Inc. Chief Executive Officer, John Belfontaine, reports, "We are pleased to welcome the newly appointed officers and directors to the newly enhanced DGTL leadership team. These executives come to DGTL with a track record of success and extensive experience in both the operations of growth stage digital media conglomerates and the effective governance of publicly traded companies in the small capital technology market. Management is focused on achieving long term shareholder value by dedicating collective efforts and resources to thriving in the global digital media sector by streamlining operations, growing revenues and profitability continuing to acquire and accelerate commercialized enterprise software assets."

DGTL Holdings Inc.

DGTL Holdings Inc. acquires and accelerates transformative digital media, marketing and advertising software companies, powered by Artificial Intelligence (AI). DGTL (i.e. Digital Growth Technologies and Licensing) specializes in accelerating fully commercialized enterprise level SaaS (software-as-a service) companies entering a rapid growth stage with in the sectors of content, analytics and distribution, via a blend of unique capitalization structures. DGTL Holdings Inc. is traded on the Toronto Venture Exchange as "DGTL", the OTCQB exchange as "DGTHF", and the FSE as "A2QB0L". For more information, visit: www.dgtlinc.com.

Hashoff LLC

As a wholly owned subsidiary of DGTL Holdings Inc., Hashoff is an enterprise level self-service CaaS (content-as-a-service) built on proprietary Artificial Intelligence and Machine Learning (AI-ML) technology. Hashoff's AI-ML platform functions as a full-service content management system, designed to empower global brands by identifying, optimizing, engaging, managing, and tracking top-ranked digital content publishers for localized brand marketing campaigns. Hashoff is fully commercialized and currently serves numerous global brands by providing direct access to the global gig-economy of over 500 million freelance content creators. Hashoff's customer portfolio includes global brands in a range of key growth categories, including Draft Kings, Anheuser Busch-InBev, PepsiCo, Currency.com, Syneos Health, etc. To learn more visit https://dgtlinc.com/technology.

Engagement Labs

As a wholly owned subsidiary of DGTL Holdings Inc., Engagement Labs is an industry-leading data and analytics firm that provides social intelligence for Fortune 500 brands and companies. Engagement Labs' TotalSocial® platform focuses on the entire social ecosystem by combining powerful online (social media) and offline (word of mouth) data with predictive analytics. Engagement Labs has a proprietary ten-year database of unique brand, industry and competitive intelligence, matched with its cutting-edge predictive analytics that use machine learning and artificial intelligence to reveal the social metrics that increase marketing ROI and top line revenue for its diverse group of Fortune 100 level clients.

To learn more visit www.engagementlabs.com.

Investor Relations

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** Past and present customers. All currencies in Canadian dollars*

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DGTL HOLDINGS

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