MATERIAL CHANGE REPORT

Item 1. **<u>Name and Address of Company</u>** – Hypercharge Networks Corp. (the "**Company**"), Unit 2025, 1075 West 1st Street, North Vancouver, BC V7P 3T4

Item 2. **<u>Date of Material Change</u>** – March 25, 2024, March 27, 2024 and March 28, 2024.

Item 3. **<u>News Release</u>** – A news release dated March 25, 2024 was disseminated through the facilities of Newsfile Corp. and subsequently filed under the Company's profile on www.sedarplus.ca.

Item 4. **<u>Summary of Material Change</u>** – On March 25, 2024, the Company announced its voluntary delisting application from Cboe Canada and approval for listing on the TSX Venture Exchange (the "TSXV"), subject to satisfaction of certain regulatory requirements. The Company also announced changes to the size and constitution of its board of directors (the "Board").

The Company further announced that it has entered into an agreement with Independent Trading Group and amended the terms of its agreement with MZ Investor Relations Group ("MZ"), previously announced March 8, 2024.

The Company's common shares (the "Shares") were delisted from Cboe Canada effective March 27, 2024, and subsequently listed for trading on the TSX Venture exchange (the TSXV") effective March 28, 2024.

Item 5. **<u>Full Description of Material Change</u> –** Further to the Company's news release dated March 25, 2024, the Shares were listed for trading on the TSXV at the open of markets on March 28, 2024 (the "Listing"). In connection with the Listing, the Company has voluntarily delisted the Shares from trading on Cboe Canada as of close of markets on March 27, 2024.

Effective March 28, 2024, Bronson Peever and Shahab Samimi resigned from the Board, and Keith Inman was appointed to the Board. The Board size was reduced from six (6) members to five (5) members. With the appointment of Mr. Inman and resignations of Mr. Peever and Mr. Samimi, the Board is comprised of a majority of independent directors.

The Company entered into an agreement with Insider Trading Group ("ITG), an arms-length party to the Company, effective November 5, 2022 (the "ITG Agreement") to, among other things, provide typical market marking services on a commercially reasonable basis. Pursuant to the terms of the ITG Agreement, the Company will pay ITG CAD$6,500 per month for an initial three-month term, renewable on a monthly basis.

The Company also entered into an amending agreement dated March 22, 2024 with MZ (the "Amending Agreement"), which amended certain terms of the agreement between MZ and the Company previously announced March 8, 2024. Pursuant to the terms of the Amending Agreement, MZ shall solely be paid a flat fee of USD$8,500 per month and will not be entitled to any compensation based on performance based milestones.

Item 6. **<u>Reliance on Section 7.1(2) or (3) of National Instrument 51-102</u>** – Not applicable.

Item 7. **<u>Omitted Information</u>** – Not applicable.

Item 8. **<u>Executive Officer</u>** – David Bibby, CEO of the Company, is knowledgeable about the material changes and this report. Mr. Bibby can be contacted at 1 (866) 764-5433.

Item 9. **<u>Date of Report</u>** – April 8, 2024.