

WECommerce HOLDINGS LTD.

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

WeCommerce Holdings Ltd. (“**WeCommerce**” or the “**Company**”)
#101 - 524 Yates Street
Victoria, British Columbia
V8W 1K8

ITEM 2 Date of Material Change

August 24, 2021.

ITEM 3 News Release

A news release with respect to the material change described herein was disseminated through the facilities of Business Wire and subsequently filed on SEDAR at www.sedar.com.

ITEM 4 Summary of Material Change

On August 24, 2021, WeCommerce and a wholly-owned subsidiary (“**Purchaser**”) completed the previously-announced acquisition (the “**Acquisition**”) of substantially all of the assets of Archetype Themes Inc. (“**Archetype**”) for up to US\$32 million, pursuant to the terms of an asset purchase agreement (the “**Purchase Agreement**”) entered into on August 6, 2021 with Archetype, Archetype’s founders, Carson Shold and Paul Pritchard (collectively, the “**Founders**”) and certain holding companies of the Founders (collectively, the “**Founder Holdcos**”).

ITEM 5 Full Description of Material Change

On August 24, 2021, WeCommerce and Purchaser completed the Acquisition pursuant to the terms of the Purchase Agreement.

On closing of the Acquisition, WeCommerce paid Archetype approximately US\$19 million in cash. An amount of US\$1 million (the “**Indemnity Holdback**”) was held back to secure indemnification obligations of Archetype, the Founders and the Founder Holdcos under the Purchase Agreement. Subject to any pending indemnification claims, the balance of the Indemnity Holdback will be released to Archetype after the expiry of 18 months from the closing date.

The closing consideration was funded with approximately US\$9 million of cash on hand and US\$10 million of borrowings under the Company’s existing senior secured credit facilities with a syndicate of lenders led by JPMorgan Chase Bank, N.A. Toronto Branch.

In addition to the upfront consideration of US\$20 million (including the Indemnity Holdback as described above), WeCommerce may be required to pay Archetype an earn-out of up to US\$12 million, payable in two installments as follows:

- (a) an amount of up to US\$4 million, subject to the satisfaction of certain conditions, including Archetype achieving certain EBITDA targets for the six-month period ending December 31, 2021, which may be payable in or around the second quarter of 2022; and
- (b) an amount of up to US\$8 million, subject to the satisfaction of certain conditions, including Archetype achieving certain EBITDA targets for the twelve-month period ending December 31, 2022, which may be payable in or around the second quarter of 2023.

ITEM 6 Reliance on subsection 7.1(2) of National Instrument 51-102

This report is not being filed on a confidential basis.

ITEM 7 Omitted Information

No information has been omitted.

ITEM 8 Executive Officer

For further information, please contact:

Alex Persson
President and Interim Chief Financial Officer
917-364-7085

ITEM 9 Date of Report

August 31, 2021

Cautionary Note Regarding Forward-Looking Information

This material change report contains statements which constitute “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws (collectively, “**forward-looking statements**”), including statements regarding the plans, intentions, beliefs and current expectations of the Company with respect to future business activities and operating performance. Forward-looking statements are often identified by the words “may”, “would”, “could”, “should”, “will”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” or similar expressions and forward-looking statements in this material change report includes, but is not limited to, information and statements regarding: the anticipated benefits of the Acquisition; the Company’s revenue and cash flow upon completion of the Acquisition, the Company’s belief that the Acquisition will provide significant value to shareholders; and expectations for other economic, business, and/or competitive factors.

Investors are cautioned that forward-looking statements are not based on historical facts but instead reflect the Company's expectations, estimates or projections concerning future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed thereon, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements of the Company. Financial outlooks, as with forward-looking information generally, are, without limitation, based on the assumptions and subject to various risks as set out herein.

Among the key factors that could cause actual results to differ materially from those projected in the forward-looking statements are the following: the potential impact of the consummation of the Acquisition on relationships, including with regulatory bodies, stock exchanges, lenders, employees and competitors; assumptions concerning the Acquisition and the operations and capital expenditure plans of the Company following completion of the Acquisition; credit, liquidity and additional financing risks for the Company and its investees; stock market volatility; changes in e-commerce industry growth and trends; changes in the business activities, focus and plans of the Company and its investees and the timing associated therewith; the Company's actual financial results and ability to manage its cash resources; changes in general economic, business and political conditions, including challenging global financial conditions and the impact of the novel coronavirus pandemic; competition risks; potential conflicts of interest; changes in applicable laws and regulations both locally and in foreign jurisdictions; compliance with extensive government regulation; the risks and uncertainties associated with foreign markets; and the other risk factors more fully described in the Company's (final) short form prospectus dated July 2, 2021 prepared in connection with the offering of certain Common Shares, which has been filed with the Canadian securities regulators and is available on the Company's profile on SEDAR at www.sedar.com.

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended and such changes could be material. The Company does not intend, and does not assume any obligation, to update the forward-looking statements except as otherwise required by applicable law.