

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)⁽¹⁾

Name of Listed Issuer: FendX Technologies Inc. (the "Issuer").

Trading Symbol: FNDX

Issued and Outstanding Securities of the Issuer Prior to Transaction: 69,931,093

Date of News Release Fully Disclosing the Transaction: April 24, 2024

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

The Issuer entered into an investor relations agreement dated April 22, 2024 (the "Fairfax Agreement") with Fairfax Partners Inc. ("Fairfax"). Pursuant to the Fairfax Agreement, Fairfax has agreed to provide investor relations services to the Issuer for a one-month period (the "Term") commencing on April 22, 2024 until May 21, 2024, subject to an early termination provision, in exchange for a fee of CDN\$15,000. The Issuer intends to renew the agreement after the Term on the same terms as the Fairfax Agreement. The services include content development, social media campaign and analytics. Fairfax and its principals are arm's length to the Issuer. Fairfax's contact information is as follows: #209 - 170 East 3rd Street, North Vancouver, BC V7L 1E6, attention: Daniel Southan-Dwyer, email: connect@fairfaxpartners.ca, telephone: 825.901.8298.

The Issuer entered into an investor relations agreement dated April 22 2024 (the "i2i Agreement") with i2i Marketing Group, LLC ("i2i"). Pursuant to the i2i Agreement, i2i has agreed to provide investor relations communication support to the Issuer for a period of three months commencing on April 22, 2024 until June 21, 2025, subject to an early termination provision, in exchange for a fee of US\$250,000 (CDN\$342,875⁽¹⁾), of which US\$50,000 (CDN\$68,575⁽¹⁾) is due within five days of the effective date of the i2i Agreement and the remainder will be payable four weeks from the effective date, subject to receipt of invoices. The i2i Agreement is renewable on a monthly basis. The Issuer intends to renew the i2i Agreement after the three-month term at

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(1) Based on the Bank of Canada exchange rate of 1.3715 on April 22, 2024.

the same terms, prorated based on the renewal term and any renewal is at the discretion of the Issuer. The services include content creation management, author sourcing, project management and media distribution. i2i and its principals are arm's length to the Issuer. i2i's contact information is as follows: #222, 1107 Key Plz, Key West, FL 33040-4177, attention: Joe Grubb, email: jg@i2illc.com, telephone: 312.725.3843.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

- (a) Total aggregate consideration in Canadian dollars: \$357,875
- (b) Cash: \$357,875
- (c) Other: Not applicable.
- (d) Work commitments: Not applicable.

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Arm's-length negotiation.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not applicable.

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not applicable.

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): Not applicable.
- (b) Cash Not applicable.

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(c) Other Not applicable.

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Not applicable.
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not applicable.
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2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable.

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3. Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated April 24, 2024.

Carolyn Myers
Name of Director or Senior Officer

"Carolyn Myers"
Signature

Chief Executive Officer
Official Capacity

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