

CYBEATS TECHNOLOGIES CORP.
NOTICE OF CHANGE OF AUDITORS
PURSUANT TO NATIONAL INSTRUMENT 51-102 ("NI 51-102")

April 23, 2024

TO: JACKSON & CO., LLP

AND TO: JONES & O'CONNELL LLP

AND TO: British Columbia Securities Commission
Alberta Securities Commission
Ontario Securities Commission

Notice is hereby given that, on April 12, 2024, Jackson & Co., LLP (the "**Auditor**"), resigned as auditor of Cybeats Technologies Corp. (the "**Corporation**") on its own initiative, and the Audit Committee and the Board of Directors of the Corporation accepted such resignation. On April 23, 2024, the Audit Committee and the Board of Directors of the Corporation appointed Jones & O'Connell LLP (the "**New Auditor**") as the Auditor's replacement.

The Auditor did not express any modified opinion in its auditor's report for the financial statements of the Corporation for the fiscal year ended December 31, 2022 (the "**2022 Statements**"), during which the Auditor was the Corporation's auditor.

The Corporation has requested the Auditor and the new Auditor each furnish a letter addressed to the securities administrators in each province in which the Corporation is a reporting issuer stating whether or not they agree with the information contained in the notice. A copy of each such letter to the securities administrators will be filed with this notice.

On February 20, 2024, the Professional Conduct Committee of the Chartered Professional Accounts of Ontario ("**CPA Ontario**") published a statement of allegations (the "**Statement of Allegations**") with respect to the Auditor that may impact the 2022 Statements, a copy of which can be accessed [here](#).

The Statement of Allegations make allegations that the Auditor, while engaged to perform the audit of the Corporation, failed to perform its professional services in accordance with generally accepted standard of practice of the profession, in that: (a) it failed to document the receipt of written representations from management or those charged with governance; (b) it failed to communicate in writing with those charged with governance that it complied with relevant ethical requirements regarding independence; (c) it failed to satisfy himself that sufficient appropriate audit evidence had been obtained to support the conclusions reached and the content of the auditor's report prior to issuance; (d) it failed to design and perform audit procedures to test the appropriateness of journal entries and other adjustments in the preparation of financial statements; (e) it failed to design and perform audit procedures to review accounting estimates for biases and to evaluate the risk of material misstatements due to fraud; (f) it failed to obtain sufficient appropriate audit evidence for the Statement of Financial Position item "Deferred Revenue 469,231"; (g) it failed to obtain sufficient appropriate audit evidence, with respect to the appropriate accounting treatment of a leased premises in the amount 217,274;(h) it failed to obtain sufficient appropriate audit evidence for the Statement of Loss and Comprehensive Loss and Deficit item "Salaries and wages 451,367"; and (i) it failed to include an "Other Information" section in the auditor's report, as required for a listed entity audit.

The various allegations of professional misconduct towards the Auditor may result in possible sanctions, including, supervised practice and a possible practice restriction prohibiting the Auditor from performing

public company audits. These possible enforcement actions were a factor in the Auditor's resignation. Investors are cautioned that the allegations of professional misconduct contained in the Statement of Allegations may affect the assurances placed on the 2022 Statements.

The Corporation has delivered a copy of the Statement of Allegations to the New Auditor.

There have been no modified opinions in the Auditor's reports on any of the Corporation's financial statements for the two most recently completed fiscal years nor for any period subsequent to the most recently completed fiscal year.

In the opinion of the Corporation, prior to the resignation, and as at the date hereof, there were no reportable events as defined in National Instrument 51-102 – *Continuous Disclosure Obligations* (Part 4.11).

The contents of this Notice, the appointment of the New Auditor, and the resignation of the Auditor were approved by the Audit Committee and the Board of Directors of the Corporation.

DATED the 23rd day of April, 2024.

CYBEATS TECHNOLOGIES CORP.

(Signed) "Josh Bald"

Name: Josh Bald

Title: Chief Financial Officer