

ImagineAR Inc.

FORM 51-102F3 MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

ImagineAR Inc.
3411 Peach St, Suite 230, Erie, Pennsylvania, 16508, USA

Item 2. Date of Material Change

November 14, 2025

Item 3. News Release

The News Release was disseminated on November 14, 2025, via Newsfile Corp., and can be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

Item 4. Summary of Material Change

ImagineAR Closes First Tranche of Non-Brokered Private Placement.

Item 5. Full Description of Material Change

For further information, attached hereto is a copy of the News Release.

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

Confidentiality is not requested.

Item 7. Omitted Information

No information has been omitted in respect of the material change.

Item 8. Executive Officer

Alen Paul Silverrsteien
President & CEO
(818) 850-2490
info@imaginear.com

Item 9. Date of Report

November 14, 2025

ImagineAR Closes First Tranche of Non-Brokered Private Placement

Vancouver, British Columbia--(Newsfile Corp. - November 14, 2025) - **ImagineAR Inc.** (CSE: IP) (**the "Company" or "ImagineAR"**) is pleased to announce that, further to its news releases of November 7, 2025, it has closed the First Tranche (the **"first Tranche"**) of its previously announced \$700,000 non-brokered private placement (the **"Offering"**), which the First Tranche consisted of the issuance of 11,667,112 units (each, a **"Unit"**) of the Company at a price of \$0.03 per Unit for gross aggregate proceeds of \$350,013.37.

Each Unit is comprised of one (1) common share in the capital of the Company (**"Common Shares"**) and one (1) non-transferable Common Share purchase warrant (the **"Warrant"**), with each Warrant entitling the holder to purchase one additional common share at a price of \$0.05 for a period of thirty-six (36) months from the closing of the Offering. In accordance with applicable Canadian securities laws, all securities issued and issuable pursuant to the private placement will be legended with a hold period of four (4) months and one day from the date of issuance. Completion of the Offering is subject to the receipt of all necessary regulatory approvals, including the approval of the Canadian Securities Exchange.

ImagineAR intends to use the net proceeds from the proposed private placement for general working capital, and operations, legal, and sales/marketing of products.

The securities being issued and sold in the private placement have not been registered under the Securities Act of 1933, as amended (the "Securities Act"), or any states' securities laws and may not be offered or sold in the United States, except pursuant to an effective registration statement or an applicable exemption from the registration requirements of the Securities Act.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities being offered in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About ImagineAR

Imagine AR Inc. (CSE: IP) (OTCQB: IPNFF) has developed an "AR-as-a-Service" platform that enables sports teams and organizations of any size to create and implement their own AR campaigns with no programming or technology experience. Every organization, from professional sports franchises to small retailers, can develop interactive AR campaigns that blend the real and digital worlds using ImagineAR. Customers simply point their mobile device at logos, signs, buildings, products, landmarks and more to instantly engage with videos, information, advertisements, coupons, 3D holograms and any interactive content, all hosted in the cloud and managed using a menu-driven portal. Integrated real-time analytics means that all customer interaction is tracked and measured in real-time. The ImagineAR mobile app is available in the IOS and Android mobile app stores. The platform is available as a native mode software development kit ("SDK").

For more information or to explore working with ImagineAR, please email info@imaginear.com, or visit www.imagineAR.com.

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ON BEHALF OF THE BOARD

Alen Paul Silverstien
President & CEO

(818) 850-2490
info@imaginear.com

No stock exchange, regulation securities provider, securities commission or other regulatory authority has approved or disapproved the information contained in this news release.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Except for statements of historic fact, this news release contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking information in this news release includes, but is not limited to, the intention to complete the Offering on the terms described herein or at all, the expected expenditure of the proceeds of the Offering, and the Company's objectives, goals or future plans. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to receipt of regulatory and stock exchange approvals, grants of equity-based compensation, an inability to predict and counteract the effects global events on the business of the Company, including but not limited to the effects on capital market conditions, restriction on labour and international travel and supply chains etc. Forward-looking information addresses future events and conditions and therefore involves inherent risks and uncertainties, including factors beyond the Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to update publicly or otherwise any forward-looking information, except as may be required by law. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's financial statements and management's discussion and analysis (the "Filings"), such Filings available upon request.

/NOT FOR DISSEMINATION IN THE UNITED STATES OF AMERICA OR THROUGH U.S. NEWSWIRE SERVICES/

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To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/274479>