

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

AIM6 Ventures Inc. ("**AIM6**" or the "**Company**")
77 King Street West, Suite 400
Toronto, ON M5K 0A1

Item 2 Date of Material Change

July 7, 2025.

Item 3 News Release

On July 7, 2025, the Company issued a news release through the services of Newsfile with respect to the material change described below.

Item 4 Summary of Material Change

On July 7, 2025, the Company and ElevateDesign Ventures Inc. ("**Elevate**") entered into an acquisition agreement (the "**Acquisition Agreement**") pursuant to which, 1001280684 Ontario Inc., a wholly-owned subsidiary of AIM6, and Elevate will amalgamate pursuant to a three-cornered amalgamation under the *Business Corporations Act* (Ontario) (the "**Amalgamation**"). The Amalgamation will result in the reverse takeover of AIM6 by the shareholders of Elevate (the "**Elevate Shareholders**"), and will constitute AIM6's Qualifying Transaction, as such term is defined in Policy 2.4 of the TSX Venture Exchange's (the "**Exchange**") Corporate Finance Manual (the "**Qualifying Transaction**"). Following the completion of the Qualifying Transaction, the Company, as the issuer resulting therefrom (the "**Resulting Issuer**"), is expected to carry on the current business of Elevate under the name "Elevate Service Group Inc." or such other name as may be determined by Elevate and be acceptable to the applicable regulatory authorities and trade on the TSX Venture Exchange (the "**Exchange**").

The Acquisition Agreement provides for, among other things, (i) the Amalgamation, (ii) the consolidation (the "**Consolidation**") of the Company's outstanding common shares ("**AIM6 Shares**") on the basis of 8.695652 pre-Consolidation AIM6 Shares for every one (1) post-Consolidation AIM6 Share, (iii) a change of AIM6's corporate name to "Elevate Service Group Inc." or such other name as determined by Elevate and is acceptable to the applicable regulatory authorities, (iv) each common share of Elevate (each, an "**Elevate Share**") outstanding immediately prior to the effective time (the "**Effective Time**") of the closing of the Qualifying Transaction that is held by an Elevate Shareholder will be exchanged for one (1) post-Consolidation AIM6 Share; and (v) all convertible securities of Elevate outstanding immediately prior to the Effective Time will be cancelled and replaced with equivalent convertible securities of the Resulting Issuer entitling the holders thereof to acquire post-Consolidation Common Shares *in lieu* of Elevate Shares on substantially similar terms and conditions.

Item 5.1 Full Description of Material Change

Reference is made to the press release attached as Schedule "A" hereto.

Item 5.2 Disclosure for Restructuring Transaction

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

For further information, please contact Aaron Unger, Director of AIM6 416-808-0050 or aunger@baylinecapitalpartners.com.

Item 9 Date of Report

July 15, 2025

Schedule A

News Release dated July 7, 2025

AIM6 VENTURES INC. AND ELEVATE ENTER DEFINITIVE AGREEMENT FOR QUALIFYING TRANSACTION

July 7, 2025 – Toronto, Ontario – (Newsfile Corp. - July 7, 2025) - AIM6 Ventures Inc. (TSXV: AIMF.P) ("**AIM6**" or the "**Company**") and ElevateDesign Ventures Inc. ("Elevate") are pleased to announce that, further to the news release dated February 19, 2025, they have entered into a definitive acquisition agreement dated July 7, 2025 (the "**Acquisition Agreement**") in respect of the previously announced arm's length "qualifying transaction" (the "**Qualifying Transaction**"), as such term is defined in Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange (the "**TSXV**") Corporate Finance Manual. In this news release, the term "Resulting Issuer" refers to the Company after the closing of the Qualifying Transaction.

Elevate Service Group

The Resulting Issuer is expected to be renamed Elevate Service Group Inc. (as described below) which has been established as a platform for consolidating and modernizing the facility maintenance and commercial services industry. Built upon a foundation of stable recurring revenue, the business is poised to grow via organic expansion, a scalable operating model, and strategic acquisitions targeting profitable and cash flowing companies.

Elevate Service Group Inc. offers a fully integrated model across multiple essential services including electrical, plumbing, equipment repair, preventative maintenance, design-build, and data-driven optimization, delivering a compelling full service value proposition for large corporate clients within retail, food service, hospitality, healthcare, and commercial real estate.

Key Terms of the Acquisition Agreement and Qualifying Transaction

On July 7, 2025, the Acquisition Agreement in respect of the Qualifying Transaction was entered into by the Company, Elevate and 1001280684 Ontario Inc. ("**Subco**"), a wholly-owned subsidiary of the Company incorporated for the purpose of completing the Amalgamation (as defined herein).

The Acquisition Agreement provides for, among other things, a three-cornered amalgamation under the *Business Corporations Act* (Ontario) (the "**OBCA**"), among the Company, Elevate, and Subco (the "**Amalgamation**"), pursuant to which, among other things:

- Elevate will amalgamate with Subco under Section 174 of the OBCA to form one corporation;
- each common share of Elevate (each, an "**Elevate Share**") outstanding immediately prior to the effective time (the "**Effective Time**") of the closing of the Qualifying Transaction that is held by a shareholder of Elevate (an "**Elevate Shareholder**") will be exchanged for one (1) post-Consolidation Common Share (as defined below); and
- all convertible securities of Elevate outstanding immediately prior to the Effective Time will be cancelled and replaced with equivalent convertible securities of the Resulting Issuer, entitling the holders thereof to acquire post-Consolidation Common Shares *in lieu* of Elevate Shares.

In addition, prior to the Effective Time, the Company intends to effect (i) a consolidation (the "**Consolidation**") of its outstanding common shares (the "**Common Shares**") on the basis of 8.695652 pre-Consolidation Common Shares for every one (1) post-Consolidation Common Share; and (ii) effect a change of its corporate name to "Elevate Service Group Inc." or such other name as determined by Elevate and is acceptable to the applicable regulatory authorities (the "**Name Change**").

The Company has called an annual and special meeting of its shareholders to be held on August 8, 2025 (the "**Meeting**") to approve, among other things, certain corporate matters relevant to the Resulting Issuer, including the Consolidation, the election of the proposed directors of the Resulting Issuer and the adoption of an omnibus incentive plan for the Resulting Issuer.

The Amalgamation will result in the reverse takeover of the Company by Elevate Shareholders and will constitute the Company's "qualifying transaction".

Upon completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 1 Industrial Issuer on the TSXV (as defined by the policies of the TSXV).

The closing of the Qualifying Transaction will be subject to the receipt of all requisite regulatory approvals (including the approval of the TSXV), requisite shareholder approvals and the satisfaction of other customary conditions.

For additional information relating to the terms of the Qualifying Transaction, please refer to a copy of the Acquisition Agreement, which will be filed and made available in due course on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile, as well as the news release dated February 19, 2025, which is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile. In addition, more information relating to the Consolidation, the Name Change and corporate ancillary matters to be considered at the Meeting will be available in the Company's management information circular in respect of the Meeting to be filed in due course on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile.

Financing

In connection with and as a condition to the Qualifying Transaction, Elevate intends to complete an equity financing through a private placement of 5,000,000 to 7,000,000 subscription receipts (the "**Subscription Receipts**") at a price of \$1.00 per Subscription Receipt (the "**Issue Price**") for gross proceeds of \$5,000,000 to \$7,000,000 (the "**Private Placement**"). Pursuant to the terms of the Subscription Receipt Agreement (as defined below), each Subscription Receipt shall automatically be deemed to be exchanged, without payment of any additional consideration, for one (1) Elevate Share upon satisfaction of the Escrow Release Conditions (as defined below), which Elevate Shares shall then be forthwith exchanged for shares of the Resulting Issuer pursuant to the completion of the Qualifying Transaction.

Elevate has engaged Beacon Securities Limited ("**Beacon**") to serve as lead agent on a commercially reasonable best-efforts basis in connection with the Private Placement. The Subscription Receipts will be sold to "accredited investors" pursuant to exemptions from prospectus requirements under Canadian securities laws and/or in jurisdictions other than Canada that are mutually agreed to by Elevate and Beacon.

The Company has granted Beacon an option, exercisable in whole or in part by Beacon by giving notice to the Company at any time up to 48 hours prior to the closing of the Private Placement to sell up to an additional number of Subscription Receipts equal to 15% of the base Private Placement size at the Issue Price.

At closing of the Private Placement, the proceeds from the Private Placement, including the Agent's Fee (as defined herein) less certain expenses (collectively, the "**Escrowed Funds**") shall be placed in escrow with a Canadian trust company (the "**Subscription Receipt Agent**"), and invested pursuant to the terms of a subscription receipt agreement (the "**Subscription Receipt Agreement**"), to be entered into among Elevate, Beacon and the Subscription Receipt Agent. Upon satisfaction of certain conditions for the release of the Escrowed Funds to be set forth in the Subscription Receipt Agreement (including confirmation from Elevate of the satisfaction or waiver of all conditions to the Qualifying Transaction and receipt of all required stock exchange, regulatory and shareholder approvals for the Qualifying Transaction) (the "**Escrow Release Conditions**") and prior to the deadline for their release stipulated in the Subscription Receipt Agreement, the Subscription Receipt Agent will release the Escrowed Funds, less the Agent's Fee. In the event that the Escrow Release Conditions are not satisfied on or before the stipulated deadline, the gross proceeds will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be automatically cancelled.

Beacon will be paid a cash fee (the "**Agent's Fee**") of 7.0% of the gross proceeds of the Private Placement. Notwithstanding the foregoing, the Agent's Fee will be reduced to 2.5% for gross proceeds received by certain parties identified by Elevate (the "**President's List**"). Beacon will also be granted a number of compensation options (the "**Compensation Options**") equal to 7.0% of the number of Subscription Receipts issued to investors in the Private Placement (reduced to 2.5% for President's List subscribers). Each Compensation Option will be exercisable for one share of the Resulting Issuer (subject to any necessary adjustment) at the Issue Price for a period of 24 months following satisfaction of the Escrow Release Conditions.

The net proceeds of the Private Placement will be used for investments in technology, building and fleet, to support potential acquisitions, and for working capital and general corporate purposes.

Approval of Amendments to the Stock Option Plan

The Company also announces that the proposed amendments to the Company's 10% rolling stock option plan (the "**Stock Option Plan**") were approved by the Company's shareholders at its annual and special meeting of shareholders held on February 7, 2025. The amendments to the Stock Option Plan were made in compliance with the policies of the TSXV and included changes regarding disinterested shareholder approval, treatment of options during blackout periods, and share capital adjustments. Please refer to the Company's management information circular dated February 7, 2025, which is available on SEDAR+ (www.sedarplus.ca) under the Company's issuer profile, for a copy and a summary of the amended Stock Option Plan.

AIM6 Ventures Inc.

AIM6 was incorporated under the *Business Corporations Act* (Ontario) on January 13, 2021 and is a Capital Pool Company (as defined in the policies of the TSXV) listed on the TSXV. AIM6 has no commercial operations and no assets other than cash.

Cautionary Note Regarding Forward-Looking Information

This press release contains statements that constitute "forward-looking information" ("**forward-looking information**") within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates, and projections as of the date of this news release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events, or performance (often but not always using phrases such as "expects", "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budgets", "schedules", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events, or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information.

In disclosing the forward-looking information contained in this press release, the Company has made certain assumptions, including that the Private Placement will be completed on acceptable terms and all applicable shareholder and regulatory approvals for the Qualifying Transaction will be received. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that the expectations of any forward-looking information will prove to be correct. Known and unknown risks, uncertainties, and other factors may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include but are not limited to: availability of financing; delay or failure to receive board, shareholder, or regulatory approvals; and general business, economic, competitive, political, and social uncertainties. Accordingly, readers should not place undue reliance on the forward-looking information contained in this press release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking information, or otherwise.

For further information, please contact:

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All information provided in this press release relating to Elevate has been provided by management of Elevate and has not been independently verified by management of the Company.

Completion of the Qualifying Transaction is subject to a number of conditions, including but not limited to TSXV acceptance. Where applicable, the Qualifying Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Qualifying Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement (or other applicable disclosure document) of AIM6 to be prepared in connection with the Qualifying Transaction, any information released or received with respect to the Qualifying Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of AIM6 should be considered highly speculative.

The TSXV has in no way passed upon the merits of the Qualifying Transaction and has not approved or disapproved of the contents of this news release.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

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