

Form 51-102F3
Material Change Report

ITEM 1 NAME AND ADDRESS OF ISSUER

Xtract One Technologies Inc. (the “**Company**”)
55 York St., Suite 1100
Toronto, ON M5J 1R7

ITEM 2 DATE OF MATERIAL CHANGE

June 11 and 18, 2025

ITEM 3 NEWS RELEASE

News releases dated June 11 and 18, 2025, respectively were issued and distributed through the facilities of GlobeNewswire and filed on SEDAR+ on June 11 and 18, 2025, copies of which are attached hereto as Schedules “A” and “B”, respectively (collectively, the “**News Releases**”).

ITEM 4 SUMMARY OF MATERIAL CHANGE

On June 11, 2025, the Company announced that it had entered into an agreement with Ventum Capital Markets (“**Ventum**” or the “**Underwriter**”), pursuant to which the Underwriter has agreed to purchase 18,000,000 units (the “**Units**” or “**Offered Securities**”) from the Company, at a price of \$0.39 per Unit (the “**Issue Price**”) and offer them to the public by way of prospectus supplement for total gross proceeds of \$7,020,000 (the “**Offering**”), each Unit consisting of one common share of the Company (a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each Warrant is exercisable to acquire one Common Share for a period of 36 months from the closing of the Offering at an exercise price of \$0.49.

The Company also announced that it had granted the Underwriter an option to purchase up to an additional 15% of the Offered Securities at the Issue Price (the “**Over-Allotment Option**”), which option is exercisable in whole or in part to purchase Offered Securities as determined by the Underwriter upon written notice to the Company at any time up to 30 days following the closing date of the Offering.

On June 18, 2025, the Company announced that the Offering had closed, with the Over-Allotment Option having been exercised in full. Pursuant to the Offering, the Company issued an aggregate of 20,700,000 Units at the Issue Price for aggregate gross proceeds of \$8,073,000.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

On June 11, 2025, the Company announced that it had entered into an agreement with the Underwriter pursuant to which the Underwriter had agreed to purchase the Offered Securities from the treasury of the Company, at the Issue Price and offer them to the public by way of prospectus supplement for total gross proceeds of \$7,020,000. The Company has also announced that it granted the Underwriter the Over-Allotment Option, which may be exercised in whole or in part to purchase up to an additional 15% of the Offered Securities at the Issue Price as determined by the Underwriter upon written notice to the Company at any time up to 30 days following the closing date of the Offering.

The Offered Securities were (i) offered by way of a prospectus supplement to the base shelf prospectus of the Company dated February 6, 2024 filed in all provinces and territories of Canada, except Quebec;

(ii) distributed in the United States to Qualified Institutional Buyers (as defined in Rule 144A under the United States Securities Act of 1933, as amended) pursuant to an exemption under Rule 144A; and (iii) distributed outside Canada and the United States on a basis which does not require the qualification or registration of any of the Company's securities under domestic or foreign securities laws.

On June 18, 2025, the Company announced that it had closed its previously announced Offering, with the Over-Allotment Option having been exercised in full.

Pursuant to the Offering, the Company issued an aggregate of 20,700,000 Units at the Issue Price for aggregate gross proceeds of \$8,073,000, which includes the Units issued pursuant to the full exercise of the Over-Allotment Option. Each Unit consists of one Common Share and one Warrant. Each Warrant is exercisable into one Common Share until June 18, 2028 at an exercise price of \$0.49, subject to adjustment in certain events.

In connection with the Offering, the Underwriter received a cash fee of \$565,110 and 1,449,000 common share purchase warrants (each, an "Underwriter's Warrant"). Each Underwriter's Warrant is exercisable to acquire one Common Share at an exercise price of \$0.39 until June 18, 2028.

The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes.

See also the News Releases attached hereto as Schedules "A" and "B".

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

ITEM 6 RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 OMITTED INFORMATION

No information has been omitted on the basis that it is confidential information.

ITEM 8 EXECUTIVE OFFICER

Contact: Peter Evans – CEO and Director
Telephone: (888) 728-1832

ITEM 9 DATE OF REPORT

DATED at Vancouver, British Columbia, this 25th day of June, 2025.

SCHEDULE "A"

PRESS RELEASE

NOT FOR DISTRIBUTION TO THE U.S. NEWSWIRE OR FOR DISSEMINATION IN THE UNITED STATES

XTRACT ONE TECHNOLOGIES INC. ANNOUNCES \$7 MILLION "BOUGHT DEAL" PUBLIC OFFERING

BASE SHELF PROSPECTUS IS ACCESSIBLE AND PROSPECTUS SUPPLEMENT WILL BE ACCESSIBLE ON SEDAR+ WITHIN TWO BUSINESS DAYS

TORONTO, ONTARIO – June 11, 2025 – Xtract One Technologies Inc. (TSX: XTRA) (OTCQX: XTRAF) (FRA: OPL), a leading technology-driven threat detection and security solution that prioritizes the patron access experience by leveraging AI, (the "**Company**" or "**Xtract One**") is pleased to announce that it has entered into an agreement with Ventum Capital Markets (the "**Underwriter**") pursuant to which the Underwriter has agreed to purchase 18,000,000 units (the "**Offered Securities**") from the treasury of the Company, at a price of \$0.39 per Unit (the "**Issue Price**") and offer them to the public by way of prospectus supplement for total gross proceeds of \$7,020,000 (the "**Offering**"). Each Unit will consist of one common share of the Company (each a "**Common Share**") and one common share purchase warrant (each full warrant, a "**Warrant**" and collectively the "**Warrants**").

The Company has granted the Underwriter an option to purchase up to an additional 15% of the Offered Securities at the Issue Price. The Over-Allotment Option may be exercised in whole or in part to purchase Offered Securities as determined by the Underwriter upon written notice to the Company at any time up to 30 days following the Closing Date (the "**Over-Allotment Option**").

The Company intends to use the net proceeds of the Offering for working capital and general corporate purposes.

The Offered Securities will be offered (i) by way of a prospectus supplement to the base shelf prospectus of the Company dated February 6, 2024 (the "**Base Shelf Prospectus**") to be filed in all provinces and territories of Canada, except Quebec (the "**Prospectus Supplement**"); (ii) may be distributed in the United States to Qualified Institutional Buyers (as defined in Rule 144A under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**")) pursuant to an exemption under Rule 144A; and (iii) may be distributed outside Canada and the United States on a basis which does not require the qualification or registration of any of the Company's securities under domestic or foreign securities laws.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in the United States. The securities have not been and will not be registered under 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.

The Offering is expected to close on or about June 18, 2025, or such other date as the Company and the Underwriter may agree, and is subject to customary closing conditions, including the approval of the securities regulatory authorities and the Toronto Stock Exchange.

Access to the Prospectus Supplement, the Base Shelf Prospectus and any amendments thereto are provided in Canada in accordance with securities legislation relating to procedures for providing access to a shelf prospectus supplement, a base shelf prospectus supplement and any amendment to such documents. The Base Shelf Prospectus is, and the Prospectus Supplement will be (within two business days from the date hereof), accessible through SEDAR+ at www.sedarplus.com. An electronic or paper copy of the Prospectus

Supplement, the Base Shelf Prospectus and any amendment thereto may be obtained, without charge, from Ventum Financial Corp., or email at ecm@ventumfinancial.com by providing the contact with an email address or address, as applicable.

About Xtract One

Xtract One Technologies is a leading technology-driven provider of threat detection and security solutions leveraging AI to deliver seamless and secure experiences. The Company makes unobtrusive weapons and threat detection systems that are designed to assist facility operators in prioritizing- and delivering improved “Walk-right-In” experiences while enhancing safety. Xtract One's innovative portfolio of AI-powered Gateway solutions excels at allowing facilities to discreetly screen and identify weapons and other threats at points of entry and exit without disrupting the flow of traffic. With solutions built to serve the unique market needs for schools, hospitals, arenas, stadiums, manufacturing, distribution, and other customers, Xtract One is recognized as a market leader delivering the highest security in combination with the best individual experience. For more information, visit www.xtractone.com or connect on Facebook, X, and LinkedIn.

About Threat Detection Systems

Xtract One solutions, when properly configured, deployed, and utilized, are designed to help enhance safety and reduce threats. Given the wide range of potential threats in today's world, no threat detection system is 100% effective. Xtract One solutions should be utilized as one element in a multilayered approach to physical security.

For further information, please contact:

Xtract One Inquiries: info@xtractone.com, <http://www.xtractone.com>

Media Contact: Kristen Aikey, JMG Public Relations, 212-206-1645, kristen@jmgpr.com

Investor Relations: Chris Witty, Darrow Associates, 646-438-9385, cwitty@darrowir.com

Forward-Looking Information

This news release contains forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including, without limitation, statements regarding the anticipated completion of the Offering, intended use of proceeds from the Offering, future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, are “forward-looking statements”. Forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “estimates”, “intends”, “anticipates” or “does not anticipate”, “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward looking statements. Such risks and uncertainties include, among others, the Company’s limited operating history and lack of historical profits; risks related to the Company’s business and financial position; fluctuations in the market price of the Company’s Common Shares; that the Company may not be able to accurately predict its rate of growth and profitability; the failure of the Company and/or the Underwriter to satisfy closing conditions to the Offering; whether the Over-Allotment Option will be exercised; the failure of the Company to satisfy certain TSX additional listing requirements in respect of the Offered Securities; the failure of the Company to use any of the proceeds received from the Offering in a manner consistent with current expectations; reliance on management; the Company's requirements for additional financing, and the effect of capital market conditions and other factors on capital availability; competition, including from more established or better financed competitors; and the need to secure and maintain corporate alliances and partnerships, including with research and development institutions, clients and suppliers. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Although the Company has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in

forward-looking statements, there may be other risk factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements. The Company has no intention to update any forward-looking statement, even if new information becomes available as a result of future events, new information or for any other reason, except as required by law.



Xtract One Closes \$8M Bought Deal Public Offering

Over-Allotment Option Exercised in Full

THIS NEWS RELEASE IS INTENDED FOR DISTRIBUTION IN CANADA ONLY AND IS NOT INTENDED FOR DISTRIBUTION TO UNITED STATES NEWSWIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

TORONTO, ON – June 18, 2025 -- Xtract One Technologies Inc. (TSX: XTRA) (OTCQX: XTRAF) (FRA: OPL) ("**Xtract One**" or the "**Company**") announces that it has closed its previously announced "bought deal" public offering (the "**Offering**") conducted by Venum Capital Markets (the "**Underwriter**").

Pursuant to the Offering, the Company issued an aggregate of 20,700,000 units (the "**Units**") at a price of \$0.39 per Unit for aggregate gross proceeds of \$8,073,000, which includes the full exercise of the over-allotment option granted to the Underwriter. Each Unit consists of one common share of the Company (each, a "**Common Share**") and one common share purchase warrant (each, a "**Warrant**"). Each Warrant is exercisable into one Common Share until June 18, 2028 at an exercise price of \$0.49, subject to adjustment in certain events.

In connection with the Offering, the Underwriter received a cash fee of \$565,110 and 1,449,000 common share purchase warrants (each, an "**Underwriter's Warrant**"). Each Underwriter's Warrant is exercisable into one Common Share at an exercise price of \$0.39 until June 18, 2028.

Xtract One intends to use the proceeds of the Offering for working capital and general corporate purposes.

No securities regulatory authority has either approved or disapproved of the contents of this press release. 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, in any jurisdiction in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from the registration requirements of the 1933 Act, and applicable state securities laws.

About Xtract One

[Xtract One Technologies](#) is a leading technology-driven provider of threat detection and security solutions leveraging AI to deliver seamless and secure experiences. The Company makes unobtrusive weapons and threat detection systems that are designed to assist facility operators in prioritizing- and delivering improved "Walk-right-In" experiences while enhancing safety. Xtract One's innovative portfolio of AI-powered Gateway solutions excels at allowing facilities to discreetly screen and identify weapons and other threats at points of entry and exit without disrupting the flow of traffic. With solutions built to serve the unique market needs for schools, hospitals, arenas, stadiums, manufacturing, distribution, and other customers, Xtract One is recognized as a market leader delivering the highest security in combination with the best individual experience. For more information, visit www.xtractone.com or connect on [Facebook](#), [X](#), and [LinkedIn](#).

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Xtract One solutions, when properly configured, deployed, and utilized, are designed to help enhance safety and reduce threats. Given the wide range of potential threats in today's world, no threat detection system is 100% effective. Xtract One solutions should be utilized as one element in a multilayered approach to physical security.

Forward Looking Statements

This news release contains forward-looking statements within the meaning of applicable securities laws. All statements that are not historical facts, including, without limitation, statements regarding the intended use of proceeds from the Offering, future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, are "forward-looking statements". Forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "estimates", "intends", "anticipates" or "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events or developments to be materially different from any future results, events or developments expressed or implied by such forward looking statements. Such risks and uncertainties include, among others, the Company's limited operating history and lack of historical profits; risks related to the Company's business and financial position; fluctuations in the market price of the Company's Common Shares; that the Company may not be able to accurately predict its rate of growth and profitability; the failure of the Company to use any of the proceeds received from the Offering in a manner consistent with current expectations; reliance on management; the Company's requirements for additional financing, and the effect of capital market conditions and other factors on capital availability; competition, including from more established or better financed competitors; and the need to secure and maintain corporate alliances and partnerships, including with research and development institutions, clients and suppliers. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Although the Company has attempted to identify important risk factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other risk factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements. The Company has no intention to update any forward-looking statement, even if new information becomes available as a result of future events, new information or for any other reason, except as required by law.

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For further information, please contact:

Xtract One Inquiries: info@xtractone.com, www.xtractone.com

Media Contact: Kristen Aikey, JMG Public Relations, kristen@jmgpr.com, 347-394-8807

Investor Relations: Chris Witty, Darrow Associates, cwitty@darrowir.com,
646-438-9385