

**FORM 51-102F3**  
**MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Company**

Predictiv AI Inc.  
20 Bay St. 11th Floor  
Toronto, Ontario, M5J 2N8

**Item 2. Date of Material Change**

December 15, 2025

**Item 3. News Releases**

A press release in the form of Schedule "A" attached hereto was disseminated on December 16, 2025 via Access Newswire news service and subsequently filed on the System for Electronic Document Analysis and Retrieval+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**Item 4. Summary of Material Change**

*The Transaction*

**Predictiv AI Inc.** (TSXVNEX: PAIH) (FSE: 71TA) ("**Predictiv AI**", "**PAI**" or the "**Company**") announced the completion of its acquisition (the "**Transaction**") of 100% of the issued and outstanding securities of Shift Technologies Canada Inc. ("**Shift**") and HouseStack Holdings Inc. ("**HouseStack**") pursuant to an acquisition agreement dated July 22, 2025, among the Company, Shift, HouseStack and the securityholders of Shift and HouseStack (the "**Selling Securityholders**"). Pursuant to the completion of the Transaction, the Company issued 62,678,641 common shares to the Selling Securityholders in exchange for 100% of the issued and outstanding securities of Shift and HouseStack. Upon completion of the Transaction, Shift and HouseStack have become wholly-owned subsidiaries of the Company and the Company intends to continue the business of Shift and HouseStack.

*Directors and Officers of the Company*

Pursuant to the completion of the Transaction, Suman Pushparajah, Sana Srithas and Etienne Grima have been appointed as directors of the Company. Rob Barlow will continue to act as director of the Company.

The following individuals have been appointed as executive officers of the Company upon completion of the Transaction: Suman Pushparajah - Chief Executive Officer; Khurram Qureshi - Chief Financial Officer; and Sana Srithas - Chief Operating Officer.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

See Schedule "A" attached.

**5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

The report is not being filed on a confidential basis.

**Item 7. Omitted Information**

No significant facts have been omitted from this report.

**Item 8. Executive Officer**

Khurram Qureshi  
Chief Financial Officer  
Mobile: 647-831-1462  
Email: [kqureshi@predictiv.ai](mailto:kqureshi@predictiv.ai)

**Item 9. Date of Report**

This report is dated this 18th day of December, 2025.

## SCHEDULE "A"

# PREDICTIV AI

## Predictiv AI Announces Closing of Acquisition of Shift and HouseStack

*NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES*

TORONTO, ON / [ACCESS Newswire](#) / December 16, 2025 / Predictiv AI Inc. (TSXVNE:PAI.H)(FSE:71TA) ("Predictiv AI", "PAI" or the "Company") pleased to announce that it has completed its acquisition (the "Transaction") of 100% of the issued and outstanding securities of Shift Technologies Canada Inc. ("Shift") and HouseStack Holdings Inc. ("HouseStack") pursuant to an acquisition agreement dated July 22, 2025, among the Company, Shift, HouseStack and the securityholders of Shift and HouseStack (the "Selling Securityholders"). Pursuant to the completion of the Transaction, the Company issued 62,678,641 common shares to the Selling Securityholders in exchange for 100% of the issued and outstanding securities of Shift and HouseStack. Upon completion of the Transaction, Shift and HouseStack have become wholly-owned subsidiaries of the Company and the Company intends to continue the business of Shift and HouseStack. Upon completion of the Transaction, there are an aggregate of 118,348,537 common shares of the Company issued and outstanding.

Prior to the completion of the Transaction, the Canadian Securities Exchange (the "CSE") conditionally approved the listing (the "Listing") of the Company's common shares (the "Shares") and the Company completed its voluntary delisting from the NEX Board of the TSX Venture Exchange which will be effective as of the close of business on December 17, 2025. Listing of the Shares is subject to, among other things, satisfaction of the customary listing conditions of the CSE. Subject to satisfaction of these and other conditions, the Company anticipates that the Shares will begin trading on the CSE under the trading symbol "PAI".

A listing statement describing the Company and its new business, prepared in accordance with the policies of the CSE, will be made available on the CSE's website and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The information regarding the Company and the Transaction in this press release is qualified in its entirety by reference to the more detailed disclosure included in the listing statement.

### **Directors and Officers of the Company**

Pursuant to the completion of the Transaction, Suman Pushparajah, Sana Srithas and Etienne Grima have been appointed as directors of the Company. Rob Barlow will continue to act as directors of the Company.

The following individuals have been appointed as executive officers of the Company upon completion of the Transaction: Suman Pushparajah - Chief Executive Officer; Khurram Qureshi - Chief Financial Officer; and Sana Srithas - Chief Operating Officer.

### **Subscription Receipt Conversion**

The Company is also pleased to announce that 16,416,630 subscription receipts (the "Subscription Receipts") were converted into units of the Company (the "Units") on December 15, 2025. The Subscription Receipts were issued pursuant to a non-brokered private placement at a price of \$0.10 per Subscription Receipt for aggregate gross proceeds of \$1,641,663 (the "Financing"), as previously

announced on July 25, 2025. Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant"). Each Warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of \$0.15 per share for a period of 24 months, provided that, if the volume weighted average price of the common shares on the CSE is equal to or greater than \$0.30 for any 10 consecutive trading days, the Company may, upon providing written notice to the holders of Warrants, accelerate the expiry date of the Warrants to the date that is 30 days following the date of such written notice. Upon the conditional approval of the CSE for the Listing, the escrow release conditions of the Financing were satisfied and the escrowed proceeds from the Financing were released to the Company. The Company intends to use the proceeds from the Financing to expand Shift's business and for working capital purposes.

### **About Predictiv AI Inc.**

Predictiv AI is a reporting issuer operating its primary business through Shift, an AI-powered fleet and asset management platform designed to optimize vehicle operations, access real-time asset tracking, reduce downtime, and enhance workforce productivity across multiple industries. By leveraging real-time data, predictive analytics, and AI automation, Shift provides enterprise businesses and government entities with a comprehensive solution to manage fleets and assets efficiently.

### **For further information, please contact:**

Predictiv AI Inc.  
Khurram Qureshi, Chief Financial Officer  
Mobile: 647-831-1462  
Email: [kqureshi@predictiv.ai](mailto:kqureshi@predictiv.ai)

### *Forward Looking Statements*

*This news release includes forward looking statements that are subject to assumptions, risks and uncertainties. Statements in this news release which are not purely historical are forward looking statements, including without limitation any statements concerning the expected results of the RTO Transaction; CSE approval for listing of the Resulting Issuer; and, completion of the transactions contemplated by the Acquisition Agreement and the anticipated timing thereof. Although the Company believes that any forward-looking statements in this news release are reasonable, there can be no assurance that any such forward looking statements will prove to be accurate. The Company cautions readers that all forward looking statements, are based on assumptions none of which can be assured and are subject to certain risks and uncertainties that could cause actual events or results to differ materially from those indicated in the forward-looking statements. Readers are advised to rely on their own evaluation of such risks and uncertainties and should not place undue reliance on forward-looking statements.*

*The forward-looking statements and information contained in this news release are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws or the TSXV. The forward-looking statements or information contained in this news release are expressly qualified by this cautionary statement.*

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