

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

Item 1. Name and Address of Company

Predictmedix AI Inc.  
2400 – 40 King Street West  
Toronto, Ontario M5H 3Y2

Item 2. Date of Material Change

February 21, 2025

Item 3. News Releases

A press release in the form of Schedule "A" attached hereto was disseminated on February 21, 2025 via Business Wire 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

Predictmedix AI Inc. (CSE: PMED) (OTC: PMEDF) (FRA: 3QP) ("Predictmedix" or the "Company") announced the successful closing of the first tranche of its non-brokered private placement. The Company issued 16,000,000 units ("Units") at an issue price of \$0.02 per Unit, raising gross proceeds of \$320,000.

Proceeds from the private placement will be utilized to expand market opportunities with a focus in the U.S. for Predictmedix's AI-driven health management solutions across enterprise and government sectors.

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

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

The following officer of the Company may be contacted for further information:

Rahul Kushwah, Chief Operating Officer

Tel: 647 889-6916

Email: [rahul@predictmedix.com](mailto:rahul@predictmedix.com)

Item 9. Date of Report

This report is dated this 24<sup>th</sup> day of February, 2025.

## SCHEDULE "A"

TORONTO--([BUSINESS WIRE](#)) - **Predictmedix AI Inc.** (CSE: PMED) (OTC: PMEDF) (FRA: 3QP) ("Predictmedix" or the "Company"), a leading provider of AI-powered health screening solutions, is pleased to announce the successful closing of the first tranche of its non-brokered private placement. The Company issued 16,000,000 units ("Units") at an issue price of \$0.02 per Unit, raising gross proceeds of \$320,000.

Each Unit consists of one common share of the Company (each a "Common Share") and one Common Share purchase warrant of the Company (each full warrant, a "Warrant" and collectively the "Warrants"). Each Warrant will be exercisable at \$0.05 per share for a period of 24 months, provided that if, following four months and a day after the closing date, the volume weighted average trading price of the Common Shares on the CSE is at least \$0.10 per Common Share for a period of ten consecutive trading days, the expiry date of the Warrants may be accelerated by the Company to a date that is not less than 30 days after the date that notice of such acceleration is provided to the Warrant holders by way of a press release (and concurrent written notice to the holders).

Proceeds from the private placement will be utilized to expand market opportunities with a focus in the U.S. for Predictmedix's AI-driven health management solutions across enterprise and government sectors.

All securities issued in connection with the private placement will be subject to a statutory hold period of four months and one day from the date of issuance.

The company also announces that it has granted stock options to a consultant to purchase up to 2,000,000 common shares of the Company at an exercise price of \$0.05 per common share. The options have a term of one year.

To receive company news, please sign up for alerts at the bottom of the page link below: <https://predictmedix.com/press-releases/>

### **About Predictmedix AI Inc.**

Predictmedix AI Inc. (CSE: PMED) (OTC: PMEDF) (FRA:3QP) is an emerging provider of rapid health screening and remote patient care solutions globally. The Company's Safe Entry Stations – powered by a proprietary artificial intelligence (AI) – use multispectral cameras to analyze physiological data patterns and predict a variety of health issues including 19 physiological vital parameters, impairment by drugs or alcohol, fatigue, or various mental illnesses. PredictmedixAI's proprietary remote patient care platform empowers medical professionals with a suite of AI-powered tools to improve patient health outcomes. To learn more, please visit our website at [www.Predictmedix.com](http://www.Predictmedix.com) or follow us on [Twitter](#), [Instagram](#) or [LinkedIn](#).

### *Caution Regarding Forward-Looking Information:*

*This news release may contain forward-looking statements and information based on current expectations. These statements should not be read as guarantees of future performance or results of the Company. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from those implied by such statements. Although such statements are based on management's reasonable assumptions, there can be no assurance that such assumptions will prove to be correct. We assume no responsibility to update or*

*revise them to reflect new events or circumstances. The Company's securities have not been registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or applicable state securities laws, and may not be offered or sold to, or for the account or benefit of, persons in the United States or "U.S. Persons", as such term is defined in Regulations under the U.S. Securities Act, absent registration or an applicable exemption from such registration requirements. 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 the United States or any jurisdiction in which such offer, solicitation or sale would be unlawful. Additionally, there are known and unknown risk factors which could cause the Company's actual results, performance or achievements to be materially different from any Page 4 of 4 future results, performance or achievements expressed or implied by the forward-looking information contained herein, such as, but not limited to dependence on obtaining regulatory approvals; the ability to obtain intellectual property rights related to its technology; limited operating history; general business, economic, competitive, political, regulatory and social uncertainties, and in particular, uncertainties related to COVID-19; risks related to factors beyond the control of the Company, including risks related to COVID-19; risks related to the Company's shares, including price volatility due to events that may or may not be within such party's control; reliance on management; and the emergency of additional competitors in the industry.*

*All forward-looking information herein is qualified in its entirety by this cautionary statement, and the Company disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except required by law.*

***Disclaimer: "The Company is not making any express or implied claims that its product has the ability to diagnose, eliminate, cure or contain the COVID-19 (or SARS-2 Coronavirus) at this time."***

**THE CANADIAN SECURITIES EXCHANGE HAS NOT REVIEWED NOR DOES IT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.**

## **Contacts**

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