

**Form 51-102F3  
Material Change Report**

**Item 1                    Name and Address of Company**

**Genesis AI Corp.** (the “Company”)  
Suite 750 1620 Dickson Ave  
Kelowna, BC V1Y 9Y2

**Item 2 -                Date of Material Change**

April 7, 2025

**Item 3                News Release**

A news release was issued and disseminated through a newswire service on April 7, 2025 and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and with the CSE.

**Item 4                Summary of Material Change**

Mr. Terrence Osier has been appointed to the Board of Directors of Genesis AI, and Mr. Jordan Potts has stepped down as a Director of the Company effective immediately.

**Item 5                Full Description of Material Change**

See the News Release attached as Schedule “A”

**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 senior officer of the Company is knowledgeable about the material change and this report:

Dev Randhawa, CEO and Director  
Email: [ir@genesisaicorp.com](mailto:ir@genesisaicorp.com)  
Phone: 1-888-488-0841

**Item 9 Date of Report**

April 7, 2025

## SCHEDULE "A"



750-1620 Dickson Ave  
Kelowna B.C. V1Y 9Y2

[info@genesisaicorp.com](mailto:info@genesisaicorp.com)

[www.genesisaicorp.com](http://www.genesisaicorp.com)

CSE: AIG  
OTC: AIGFF

### **Genesi Ai Welcomes Terrence Osier to the Board of Directors**

**Kelowna, British Columbia— (April 7, 2025) –AIG, AIGFF),** (Genesis” or the “**Company**”) is pleased to announce the appointment of Mr. Terrence Osier to the Board of Directors. Mr. Terrence Osier is a Professional Geologist with 18 years of experience in the uranium industry. He is currently the Vice President of Exploration for Strathmore Plus Uranium Corporation, a US-focused company that is currently exploring and permitting uranium projects in the state of Wyoming. From 2004 to 2013, Mr. Osier was the lead geologist for Strathmore Minerals Corp. in their Wyoming operations. Mr. Osier has a Master of Science in Geology from Idaho State University, and a Bachelor of Science in Geology from Western Washington University.

Genesis (“Genesis” or “the Company”) also announces that Mr. Jordan Potts has stepped down as a Director of the Company, effective immediately. Dev Randhawa, CEO, stated, “We would like to extend our sincere gratitude to Mr. Potts for his valuable contributions during his tenure as a director. His expertise, and support have been instrumental to the Company’s growth. We wish him all the best in his future endeavors.

**About Genesis AI Corp.:** Genesis AI Corp. is committed to developing advanced AI-driven solutions for wildfire protection and improved mineral exploration outcomes. . The Company's flagship platform, Wildfire Defense Solutions, leverages AI, machine learning, and data analytics to build digital models of forests and communities, helping stakeholders make smarter, data-driven decisions in managing natural resources and wildfire risks.

**ON BEHALF OF THE BOARD**

“Dev Randhawa”

## Dev Randhawa, CEO

For more information, visit [www.genesaicorp.com](http://www.genesaicorp.com).

**Contact Information:** Genesis AI Corp.

1-888-488-0841

[ir@genesaicorp.com](mailto:ir@genesaicorp.com)

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This press release contains "forward-looking information" within the meaning of applicable Canadian securities legislation and beliefs, and views of future events. Forward-looking information can be identified using forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may", "would" or "will" happen, or by discussions of strategy. Forward-looking information includes estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. The forward-looking statements are expectations only and are subject to known and unknown, risks, uncertainties and other important factors that could cause actual results of the Company or industry results to differ materially from future results, performance or achievements. Any forward-looking information speaks only as of the date on which it is made, and, except as required by law, Genesis does not undertake any obligation to update or revise any forward-looking information, whether because of new information, future events, or otherwise. New factors emerge from time to time, and it is not possible for Genesis to predict all such factors.

When considering these forward-looking statements, readers should keep in mind the risk factors and other cautionary statements as set out in the materials we file with applicable Canadian securities regulatory authorities on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) including our Management's Discussion and Analysis for the year ended June 30, 2022. These risk factors and other factors could cause actual events or results to differ materially from those described in any forward-looking information.

The CSE does not accept responsibility for the adequacy or accuracy of this release.