

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

Item 1 Name and Address of Company

AlphaGen Intelligence Corp. (the “**Company**”)
1930 - 1177 West Hastings Street
Vancouver, BC, V6E 4T5

Item 2 Date of Material Change

March 26, 2025

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Globe Newswire on March 26, 2025, and a copy was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced the results of its Annual General and Special Meeting (“**Meeting**”) held Friday, March 21, 2025. Details of the matters approved at the Meeting are set out in the Company’s Management Information Circular dated February 12, 2025 which can be found on the Company’s website at <https://www.alphagen.co> and on SEDAR+ at www.sedarplus.ca under the Company’s profile.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

At the Meeting, the Company received majority approval to all matters brought before shareholders, including the reappointment of Messrs. Sparkes, Dusenbury, Anastas and Aujla to the Company’s board of directors (“**Board**”) for the ensuing year. Mr. Parmar did not stand for re-election. The Company extends its gratitude to Mr. Parmar for his expertise and valuable contributions to the Company during his tenure and wishes him success in his future endeavors.

Each of the Circular and form of proxy previously distributed to registered and beneficial shareholders in connection with the Meeting confers discretionary authority upon management (or such other person designated as proxyholder therein) to vote on amendments or variations of matters which had been coming before the Meeting. At the Meeting, Management stated that Charlton & Company, Chartered Professional Accountants had replaced DeVisser Gray LLP, Chartered Accountants as Auditor of the Company as announced October 4, 2024. The Company therefore amended the resolution presented in the Circular and form of proxy to reflect all proxies being voted by management to approve the appointment of Charlton & Company, Chartered accountants as auditor of the Company for the ensuing year at a remuneration to be fixed by the Company’s Board of Directors.

Shareholders also passed a special resolution approving the consolidation of all of the issued and outstanding common shares of the Company (“**Common Shares**”), on a maximum basis of twenty (20) pre-consolidated Common Shares for one (1) post consolidated Common Share.

The Company currently has 97,719,157 pre-consolidation Common Shares outstanding and, when effected, the Consolidation would reduce the number of outstanding Common Shares to approximately 4,885,957 post-consolidation Common Shares. The exercise price and number of Common Shares issuable upon the

exercise of any outstanding stock options, Common Share purchase warrants or other securities convertible into Common Shares will be proportionately adjusted to reflect the Consolidation. No fractional Common Shares will be issued as a result of the proposed Consolidation. Any fractional Common Shares resulting from the Consolidation will be rounded down to the nearest whole number of Common Shares, and no cash consideration will be paid in respect of fractional Common Shares rounded down to the nearest whole Common Share.

The Consolidation is subject to the receipt of regulatory approval, including acceptance by the Canadian Securities Exchange (“CSE”). A subsequent news release will follow, upon receipt of CSE approval, announcing the effective date of the Consolidation, the new CUSIP and ISIN of the post-Consolidation Common Shares and all other relevant details regarding the Consolidation.

The Company anticipates that the proposed Consolidation will take effect within the next two weeks, at which time the Common Shares are expected to trade on a consolidated basis under the existing name and trading symbol.

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

For further information, please contact Eli Dusenbury, Chief Financial Officer and Director of the Company, at 604-359-1256 or via email to info@alphagen.co.

Item 9 Date of Report

March 26, 2025