

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

**PART 2           CONTENT OF MATERIAL CHANGE REPORT**

**Item 1       Name and Address of Company**  
SPARC AI INC..  
Level 8, 90 Collins Street  
Melbourne, Victoria, Australia 3000

**Item 2       Date of Material Change**  
January 30, 2025

**Item 3       News Release**  
January 30 2025  
Filed on Sedar and with Stockwatch and Baystreet news.

**Item 4       Summary of Material Change**

The Company closed a private placement of 1,505,000 common shares ("Shares") at a price of \$0.20 per share.

**Item 5       Full Description of Material Change**

The Company closed its private placement offering of 1,505,000 Shares for gross proceeds of Canadian \$301,000. The Offering was completed at \$0.20 per Share. The Company is also issuing 1,505,000 warrants with an exercise price of \$30 per share, expiring January 30, 2026. All Shares issued pursuant to the private placement will be subject to a hold period of four-months and one day from the date of issuance under applicable securities laws. Finder's fees were paid with connection to this non-broker private placement. All directors of the Company have supported the private placement by taking 69% of the allocation. Anoosh Manzoori subscribed to 850,000 shares, Justin Hanka subscribed to 100,000 shares and Anthony Haberfield subscribed to 50,000 shares and Chief Financial Officer John Dinan subscribed to 45,000 shares.

**Item 6       Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**  
N/A

**Item 7       Omitted Information**  
No information has been omitted on the basis that it is confidential information.

**Item 8       Executive Officer**  
**Anoosh Manzoori**– CEO  
Telephone: +61.409 252 088  
Email: anoosh@sparcai.net

**Item 9       Date of Report**  
January 30, 2025