

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

**1. Name and Address of Company**

**Treatment.com AI Inc.**  
700-838 W Hastings Street  
Vancouver, BC V6C 0A6

(the "Company")

**2. Dates of Material Change(s)**

April 9, 2025

**3. News Release(s)**

A news release was issued on April 10, 2025 and disseminated via Globe Newswire pursuant to section 7.1 of National Instrument 51-102.

**4. Summaries of Material Changes**

The Company has closed the acquisition of 100% of the issued and outstanding securities of Rocket Doctor Inc. The Company has issued common shares of the Company with a fair market value of USD\$7,688,640 (the "**Closing Consideration Shares**") at a deemed price of \$0.65 per Closing Consideration Share.

Furthermore, the Company has granted an aggregate total of 900,000 stock options ("Options") and up to 2,747,979 restricted share units ("RSUs") to continuing officers and employees of Rocket Doctor.

**5. Full Description of Material Changes**

News Release dated April 10, 2025 – See Schedule "A"

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable.

**7. Omitted Information**

No information has been omitted.

**8. Executive Officer**

Dr. Essam Hamza, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (612) 788-8900.

**9. Date of Report**

This report is dated April 10, 2025.

**SCHEDULE “A”**  
to the Material Change Report April 10, 2025

## **Treatment.com AI Closes Previously Announced Acquisition of Rocket Doctor Inc.**

***THIS NEWS RELEASE IS NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES FOR DISSEMINATION IN THE UNITED STATES***

VANCOUVER, British Columbia, [April 10, 2025] – Treatment.com AI Inc. (CSE: TRUE, OTC: TREIF, Frankfurt: 939) (“**Treatment**”) is pleased to announce, further to its news release of February 12, 2025, that it has closed the acquisition of 100% of the issued and outstanding securities of Rocket Doctor Inc. (the “**Transaction**”) pursuant to the terms and conditions of a Share Purchase Agreement dated February 11, 2025, as amended (the “**Definitive Agreement**”) with Rocket Doctor Inc. (“**Rocket Doctor**”) and the common shareholders of Rocket Doctor.

Rocket Doctor is a Canadian federally incorporated company with a US Delaware subsidiary, which aims to transform the way healthcare is delivered, through empowering doctors to start their own virtual practices, thereby providing citizens with quick access to high-quality, comprehensive medical care, powered by advanced devices and proprietary technology.

Dr. Essam Hamza, CEO of Treatment.com AI, comments: *“We are excited to now formally welcome the Rocket Doctor team. As you have seen from recent news releases, Bill and Harry have managed to build a very successful business which is rapidly growing across North America. As previously mentioned, we plan to implement Treatment’s planned AI Nurse, leveraging our Global Library of Medicine (GLM) and our newly announced conversational voice application, to enhance patient triage and onboarding ahead of Rocket Doctor appointments. This will not only help create efficiency and aid the practitioners on the platform, but also provide a proof of concept for future commercial sales of Treatment’s software.”*

Dr. William Cherniak, Co-founder and CEO of Rocket Doctor comments: *“Harry, the team and I have had the pleasure of getting to know Essam, Kevin and the Treatment team over the last few months. Bringing two companies together is always a challenging task, but I have been consistently impressed by the various skills, insights and positive attitudes of senior leadership. It’s clear that we are all aligned in building and growing something sustainable and impactful that seeks to improve the lives of patients and physicians alike, while leveraging the most advanced technology in this ever evolving AI era. This is just the beginning, and we’re all more than excited to keep pushing onward and upward into the months and years ahead!”*

### **Transaction Overview**

Pursuant to the terms and conditions of the Definitive Agreement, Treatment has satisfied amounts owing under Rocket Doctor’s existing simple agreement for future equity (“**SAFE**”) and acquired 100% of the total issued and outstanding securities of Rocket Doctor (the “**Rocket Doctor Shares**”) for total consideration equal to (i) common shares of Treatment.com with a fair market value of USD\$7,688,640, which were paid on

closing (the “**Closing Consideration Shares**”) and (ii) subject to the achievement of certain 12 and 24 month milestones, Treatment.com shall issue additional common shares of Treatment with a fair market value of up to USD\$6,902,560 payable to the holders of SAFEs and shareholders of Rocket Doctor in accordance with Rocket Doctors’ governance and security agreements (the “**Contingent Purchase Price Shares**”), and together with the Closing Consideration Shares (the “**Consideration Shares**”). The Closing Consideration Shares were issued at a deemed price of \$0.65 per Closing Consideration Share and the Contingent Purchase Price Shares, if they become issuable, will be issued at a deemed price per Contingent Purchase Price Share equal to the 20-day volume weighted average price of Treatment.com’s common shares on the Canadian Securities Exchange, subject however, to any minimum pricing requirements of the Canadian Securities Exchange.

The Closing Consideration Shares issued pursuant to the Transaction are subject to contractual escrow for a period of 28 months from the date of Closing, with 20% of such Consideration Shares being released every four months beginning on the date that is twelve months after the date of Closing.

Any Contingent Purchase Price Shares issuable upon achievement of the 12-month milestone, shall be subject to contractual escrow for a period of not less than 30 months whereby 20% of such Contingent Purchase Price Shares will be released on the date the 12 month milestone is achieved (the “**12 Month Determination Date**”); 20% of such Contingent Purchase Price Shares will be released on the later of: (i) the 12 Month Determination Date; and (ii) 16 months from Closing; 20% of such Contingent Purchase Price Shares will be released on the later of: (i) the 12 Month Determination Date; and (ii) 20 months from Closing; 20% of such Contingent Purchase Price Shares will be released on the later of: (i) the 12 Month Determination Date; and (ii) 24 months from Closing; and 20% of such Contingent Purchase Price Shares will be released on the later of: (i) the 12 Month Determination Date; and (ii) 30 months from Closing.

Any Contingent Purchase Price Shares issuable upon achievement of the 24-month milestone, shall be subject to contractual escrow for a period of not less than 32 months whereby 40% of such Contingent Purchase Price Shares will be released on the date the 24 month milestone is achieved (the “**24 Month Determination Date**”); 40% of such Contingent Purchase Price Shares will be released on the later of: (i) the 24 Month Determination Date; and (ii) 28 months from the Closing; 20% of such Contingent Purchase Price Shares will be released on the later of: (i) the 24 Month Determination Date; and (ii) 32 months from Closing.

The Company is at arm’s length from Rocket Doctor and each of the security holders of Rocket Doctor. No change in management or the board of directors of the Company is being contemplated at this time. No finder’s fees were payable in connection with the Transaction. In connection with the Proposed Transaction, by virtue of acquiring Rocket Doctor, the Company assumed approximately C\$627,000 in long term liabilities of Rocket Doctor.

In connection with the Transaction, the Company has extended Rocket Doctor a loan of C\$750,000 which was advanced as follows: (a) C\$75,000 on the execution of the Definitive Agreement; (b) C\$75,000 on February 26, 2025; (c) C\$75,000 on March 13, 2025; (d) C\$75,000 on April 1, 2025; and (e) C\$450,000 on Closing.

Furthermore, In connection with the Transaction and in accordance with the Company’s stock option and restricted share unit plans (together, the “**Plans**”), the Company has agreed to grant an aggregate total of 900,000 stock options (“**Options**”) and up to 2,747,979 restricted share units (“**RSUs**”) to continuing officers and employees of Rocket Doctor.

The Options vest in equal installments on the four, eight, twelve, sixteen, twenty, and twenty-four month anniversaries from the date of issuance and are each exercisable for one common share of the Company at an exercise price of C\$0.50 per share for a period of five years from the grant date. Each RSU is subject to vesting conditions based on the achievement of certain performance milestones. All Options and RSUs are subject to the terms of the Plans and applicable securities law hold periods.

#### **About Treatment.com AI Inc.**

*Treatment.com AI is a company utilizing AI (artificial intelligence) and best clinical practices to positively improve the healthcare sector and impact current inefficiencies and challenges. With the input of hundreds of healthcare professionals globally, Treatment.com AI has built a comprehensive, personalized healthcare AI engine, the Global Library of Medicine (GLM). With more than 10,000 expert medical reviews, the GLM delivers tested clinical information and support to all healthcare professionals as well as providing recommended tests (physical and lab), imaging and billing codes. The GLM helps healthcare professionals (doctors, nurses or pharmacists) reduce their administrative burden; creates more time for needed face-to-face patient appointments; and enables greater consistency in quality of patient support. Treatment.com AI's GLM platform, through supporting healthcare professionals, allows for the inclusion of disenfranchised communities. To learn more about Treatment's products and services: [www.treatment.com](http://www.treatment.com) or email: [info@treatment.com](mailto:info@treatment.com)*

#### **About Rocket Doctor Inc.**

*Rocket Doctor is a technology-driven digital health platform and marketplace that is breaking down obstacles that limit access to quality, comprehensive and cost-effective healthcare. Our proprietary software equips doctors with the tools to run successful practices in virtual and hybridized in-person/virtual models of care, enabling them to provide tailored care to patients in remote communities, particularly those in rural and Northern communities across Canada and on Medicaid in the United States. Leveraging large language models, AI/ML and wireless medical devices, Rocket Doctor is bridging the healthcare divide, connecting patients to equitable and accessible virtual healthcare services regardless of age, location, or financial status. This includes patients with potentially stigmatizing conditions such as substance use, mental health and otherwise.*

*To learn more about Rocket Doctor's platform and services, visit [www.rocketdoctor.io](http://www.rocketdoctor.io) (U.S.) [www.rocketdoctor.ca](http://www.rocketdoctor.ca) (Canada) or email [media@rocketdoctor.io](mailto:media@rocketdoctor.io)*

FOR ADDITIONAL INFORMATION, CONTACT:

Dr. Essam Hamza, CEO

[ehamza@treatment.com](mailto:ehamza@treatment.com)

For media inquiries, contact: [media@treatment.com](mailto:media@treatment.com)

Call: +1 (612) 788-8900 / Toll-Free USA/Canada: +1 (888) 788-8955