

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

Item 1 Name and Address of Company

GENESIS AI CORP. (the “Company”)
750 -1620 Dickson Ave
Kelowna, BC V1Y 9Y2

Item 2 - Date of Material Change

September 18, 2023

Item 3 News Release

A news release was issued and disseminated on September 18, 2023, and filed on SEDAR+ (www.sedarplus.ca) and with the TSX.

Item 4 Summary of Material Change

Genesis AI appoints Mr. Geoff Fawkes to the position of Chief Technology Officer.

Item 5 Full Description of Material Change

Kelowna, British Columbia – Sept. 18 ,2023 Genesis Ai Corp. (CSE: AIG OTC: AIGFF)

(the “**Company**”) is pleased to announce the appointment of Mr. Geoff Fawkes to the position of Chief Technology Officer. Mr. Fawkes is a technology executive with a background in software development and business operational management spanning the past 20+ years.

Mr. Fawkes was most recently CTO of Carbonethic where he led the development of Woodlands.ai, the leading Ai solution for modelling forestry digital twins for real-world natural resources applications, and analytics software to provide reliable verified carbon models.

Prior to this role he was VP of Technology at BuildDirect, the first eCommerce technology for the home improvement industry, and served on the executive team to lead a successful 2021 go-public exit on the TSX-V (BILD). While at BuildDirect Mr. Fawkes led the global software engineering team and technology transformation from digital-only to B2BPro focused omni-channel technology stack on Amazon AWS. Previously he was VP Software Development at DDS Wireless, a global provider of mobile solutions for a variety of fleet management applications.

Mr. Fawkes has over 15 years of expertise in offshore software development in India, China and Brazil, having structured and mentored teams to grow their expertise globally. His experience spans industries and technologies including AI/ML for forestry, eCommerce, Demand Chain Management (DCM), security and online banking, Customer Relationship Management (CRM), and telecommunications. He holds an MBA degree from Simon Fraser University (Vancouver) and a B.Sc. degree in Computer Science from the University of British Columbia.

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:

Ryan Cheung, CFO

For further information, please contact:

Jamie Bannerman

Phone: 1-778-484-8028

Item 9 Date of Report

September 19, 2023