

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

**Item 1 Name and Address of Company**

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

**Item 2 - Date of Material Change**

June 5, 2024

**Item 3 News Release**

A news release was issued and disseminated through a newswire service on June 10, 2024 and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and with the CSE.

**Item 4 Summary of Material Change**

Mr. Jeremy Wiebe resigned from the Board of Directors and Mr. Jordan Potts has been appointed to the Board of Directors.

**Item 5 Full Description of Material Change**

Mr. Jordan Potts has been appointed to the Board of Directors as of June 6, 2024. Mr. Jeremy Wiebe transitioned from the Board of Directors to the Company’s Advisory Board due to new professional obligations, effective as of June 5, 2024.

**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: [info@genesisaicorp.com](mailto:info@genesisaicorp.com)  
Phone: 250-868-6553

**Item 9 Date of Report**

June 11, 2024