

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

BrandPilot AI Inc. (formerly Universal PropTech Inc.)
2905 – 77 King Street West
Toronto, Ontario M5K 1H1

Item 2. Date of Material Change

June 28, 2024

Item 3. News Releases

A press release in the form of Schedule "A" attached hereto was disseminated on June 28, 2024 via Newsfile Corp. news service and subsequently filed on the System for Electronic Document Analysis and Retrieval+ (www.sedarplus.ca).

Item 4. Summary of Material Change

BrandPilot AI Inc. ("**BPAI**" or, the "**Company**") announced the successful closing of its previously announced change of business transaction (the "**COB Transaction**") with Xemoto Media Ltd. ("**Xemoto**").

In connection with the completion of the COB Transaction, among other things, all of the issued and outstanding common shares of Xemoto were exchanged on the basis of 0.225 common shares in the capital of BrandPilot AI Inc. (the "**Common Shares**") for each common share in the capital of Xemoto held by shareholders immediately prior to the closing of the COB Transaction. Following the completion of the COB Transaction, BPAI has 91,193,005 Common Shares issued and outstanding. The former shareholders of Xemoto hold approximately 46.03% of the Common Shares; and the pre-COB Transaction shareholders of BPAI hold approximately 53.97% of the Common Shares, on an undiluted basis.

As previously announced in Xemoto's corporate update on May 29, 2024, BPAI will continue the business of Xemoto by providing digital marketing, advertising and technology services that facilitate the connection between social-media influencers and customers seeking to disseminate messaging and engage with retail investors, consumers and business customers on a grass-roots basis.

Also in connection with the completion of the COB Transaction, the Common Shares were delisted from the TSX Venture Exchange on June 13, 2024, and the Canadian Securities Exchange (the "**CSE**") conditionally approved the listing of the Common Shares on June 7, 2024. The Company expects to recommence trading on the CSE on or before July 9, 2024 under the symbol "**BPAI**." A further press release will be issued when the date of trading is known.

Following the COB Transaction, the leadership team of the BPAI is as follows:

- Brandon Mina — Chief Executive Officer, President and Director
- Kyle Appleby – Chief Financial Officer
- John Beresford – Chief Revenue Officer
- Adam Szweras — Executive Chairman, and Secretary
- Brian Presement — Director
- Jillian Bannister — Director
- Randall Craig — Director
- Jeremy Goldman – Director
- Andres Tinajero – Director

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

See Schedule "A" attached.

5.2 Disclosure for Restructuring Transactions

Following the completion of the COB Transaction, BPAI has 91,193,005 Common Shares issued and outstanding. The former shareholders of Xemoto hold approximately 46.03% of the Common Shares of BPAI; and the pre-COB Transaction shareholders of BPAI hold approximately 53.97% of the Common Shares of BPAI, on an undiluted basis

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7. Omitted Information

No significant facts have been omitted from this report.

Item 8. Executive Officer

Brandon Mina, CEO
BrandPilot AI Inc.
b.mina@xemotomedia.com
Phone: 519-239-6460

Item 9. Date of Report

This report is dated this 2nd day of July, 2024.

SCHEDULE "A"

BrandPilot AI Inc. (formerly, Universal PropTech Inc.) Announces Closing of Change of Business Transaction with Xemoto Media Ltd.

Toronto, Ontario - (Newsfile Corp. - June 28, 2024) — BrandPilot AI Inc. ("BPAI" or, the "**Company**") is pleased to announce the successful closing of its previously announced change of business transaction (the "**COB Transaction**") with Xemoto Media Ltd. ("**Xemoto**").

In connection with the completion of the COB Transaction, among other things, all of the issued and outstanding common shares of Xemoto were exchanged on the basis of 0.225 common shares in the capital of BrandPilot AI Inc. (the "**Common Shares**") for each common share in the capital of Xemoto held by shareholders immediately prior to the closing of the COB Transaction. Following the completion of the COB Transaction, BPAI has 91,193,005 Common Shares issued and outstanding. The former shareholders of Xemoto hold approximately 46.03% of the Common Shares; and the pre-COB Transaction shareholders of BPAI hold approximately 53.97% of the Common Shares, on an undiluted basis.

As previously announced in Xemoto's corporate update on May 29, 2024, BPAI will continue the business of Xemoto by providing digital marketing, advertising and technology services that facilitate the connection between social-media influencers and customers seeking to disseminate messaging and engage with retail investors, consumers and business customers on a grass-roots basis.

Commencement of Trading

In connection with the completion of the COB Transaction, the Common Shares were delisted from the TSX Venture Exchange on June 13, 2024, and the Canadian Securities Exchange (the "**CSE**") conditionally approved the listing of the Common Shares on June 7, 2024.

The Company expects to recommence trading on the CSE on or before July 9, 2024 under the symbol "**BPAI**." A further press release will be issued when the date of trading is known.

New Board and Management

Following the COB Transaction, the leadership team of the BPAI is as follows:

- Brandon Mina — Chief Executive Officer, President and Director
- Kyle Appleby – Chief Financial Officer
- John Beresford – Chief Revenue Officer
- Adam Szweras — Executive Chairman, and Secretary
- Brian Presement — Director
- Jillian Bannister — Director
- Randall Craig — Director
- Jeremy Goldman – Director
- Andres Tinajero – Director

Additional information related to the Company's business, capitalization and the COB Transaction (including the members of the management team and board of directors listed above) will be available in

the Company's listing statement (the "Listing Statement"), which will be filed under the Company's profile on SEDAR+ at www.sedarplus.ca prior to the commencement of trading.

"BrandPilot's public listing is a significant milestone in our journey to empower businesses and redefine the digital marketing landscape. As a publicly traded company, we are excited to accelerate our mission of providing marketers with innovative marketing solutions that drive growth and success for our clients." said Brandon Mina, the Chief Executive Officer of BPAI.

About BrandPilot AI Inc.

BrandPilot AI Inc., the new identity of Xemoto, is headquartered in Toronto, Canada, with a global presence that spans multiple industries. BrandPilot's mission is to help businesses achieve their marketing goals through innovative and data-driven solutions. Through its proprietary technology platform, Spectrum, BrandPilot leverages the power of AI to provide digital marketing and advertising solutions that empower businesses of all sizes to forge enduring connections with their customers.

Learn more at: www.xemotomedia.com, [LinkedIn](#), [Instagram](#), [TikTok](#), and [Twitter](#).

BPAI Contact:

Brandon Mina

Chief Executive Officer

b.mina@xemotomedia.com

Phone: 519-239-6460

Cautionary Note

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities issued in connection with the COB Transaction have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

Investors are cautioned that, except as disclosed in the Listing Statement, any information released or received with respect to the COB Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of BPAI should be considered highly speculative.

Forward Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to the business of BPAI. Any such forward-looking statements may be identified by words such as "expects", "anticipates", "believes", "projects", "plans" and similar expressions. Readers are cautioned not to place undue reliance on forward-looking statements. Statements about, among other things, BPAI's strategic plans are all forward-looking information. These statements should not be read as guarantees of future performance or results. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be

materially different from those implied by such statements. BPAI assumes no responsibility to update or revise forward-looking information to reflect new events or circumstances unless required by applicable law.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These risks and uncertainties include, but are not limited to the financial markets generally, the ability of the Company to achieve its proposed business objectives. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this news release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.