

NOTICE
NATIONAL INSTRUMENT 51-102
CHANGE IN CORPORATE STRUCTURE

To: Ontario Securities Commission
British Columbia Securities Commission
Alberta Securities Commission

Re: **BrandPilot AI Inc. (formerly, Universal PropTech Inc.)**

This notice is provided pursuant to Section 4.9 of National Instrument 51-102 – *Continuous Disclosure Obligations*.

1. Parties to the Transaction

BrandPilot AI Inc. (formerly, Universal PropTech Inc.) (the "**Company**"), Xemoto Media Ltd. ("**Xemoto**") and 1000764922 Ontario Inc. ("**Subco**").

2. Description of the Transaction

Effective June 27, 2024, the Company completed a change of business transaction (the "**COB Transaction**") by way of three-cornered amalgamation under the *Business Corporations Act* (Ontario) among the Company, Xemoto and Subco (the "**Amalgamation**"), at such time, in accordance with the terms of (i) an acquisition agreement dated February 6, 2024, among the Company and Xemoto and Subco, and (ii) an amalgamation agreement dated June 27, 2024, among the Company, Xemoto and Subco. Pursuant to the COB Transaction, among other things, each common share in the capital of Xemoto was exchanged for 0.225 of a common share in the capital of the Company ("**Common Shares**"), and the convertible securities of the Xemoto were exchanged for replacement convertible securities of the Company, as applicable, on the same basis. Upon completion of the Amalgamation, the Company became the sole shareholder of Xemoto, the amalgamated entity resulting from the Amalgamation.

The COB Transaction constituted a reverse takeover, as such term is used in applicable securities laws, with Xemoto being the reverse takeover acquiror. The Common Shares are expected to begin trading on the Canadian Securities Exchange (the "**CSE**") commencing on or about July 8, 2024, under the ticker symbol "BPAI".

Name Change

On June 21, 2024, in connection with the COB Transaction, Universal PropTech Inc. changed its name to "BrandPilot AI Inc.". The Company now focuses on the business of digital marketing by offering AI enabled technology solutions that facilitate the connection of social media influencers and customers who wish to coordinate messaging campaigns, develop proprietary content, and engage with retail investors, consumers, and business customers on a grass-roots basis.

Directors and Officers

Following completion of the COB Transaction herein, the leadership team of the Company 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
- Randall Craig – Director
- Jillian Bannister – 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, is available in the Company's listing statement dated June 28, 2024 (the "**Listing Statement**"), as well as the management information circular of the Company dated April 16, 2024 (the "**Circular**"), both of which are available under the Company's issuer profile on SEDAR+ at www.sedarplus.ca. In addition, the press releases of the Company dated June 24, 2024 and June 28, 2024, and material change reports of the Company dated June 24, 2024 and July 2, 2024, are each available under the Issuer's SEDAR+ profile at www.sedarplus.ca.

3. Effective Date of the COB Transaction

The COB Transaction became effective on June 27, 2024.

4. Names of Each Party that Ceased to Be a Reporting Issuer Subsequent to the COB Transaction and of each Continuing Entity

Following the COB Transaction, the Company continues to be a reporting issuer in each of British Columbia, Alberta and Ontario.

5. Date of the Reporting Issuer's First Financial Year End Following the COB Transaction

March 31, 2025.

6. The Periods of the Interim and Annual Financial Statements Required to be Filed for the Reporting Issuer's First Financial Year Subsequent to the Transaction

The Company's financial year end is March 31. The Company's financial statements required to be filed for the first financial year subsequent to the COB Transaction herein are as follows:

<i>Financial Statements</i>	<i>Period Ended</i>	<i>Comparative Period Ended</i>
Interim	3 months ended June 30, 2024	3 months ended June 30, 2023
	6 months ended September 30, 2024	6 months ended September 30, 2023
	9 months ended December 31, 2024	9 months ended December 31, 2023
Annual	Fiscal year ended March 31, 2025	Fiscal year ended March 31, 2024

7. Document(s) filed that describe the COB Transaction and where such document(s) can be found in electronic format

Details of the COB Transaction can be found in the following documents:

- News releases of the Company dated September 27, 2023, February 6, 2024, May 29, 2024, June 10, 2024, June 24, 2024, and June 28, 2024;
- Listing Statement;
- Material change reports of the Company dated February 8, 2024, June 24, 2024, and July 2, 2024; and
- Circular;

each of which has been electronically filed with the Canadian securities regulators and is available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

8. Date of Report

July 2, 2024