

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1 – NAME AND ADDRESS OF COMPANY

Pure to Pure Beauty Inc. (the “**Company**” or “**Pure to Pure**”)
Suite 650-1231 Pacific Boulevard,
Vancouver, BC, Canada
V6Z 0E2

ITEM 2 – DATE OF MATERIAL CHANGE

June 28, 2024

ITEM 3 – NEWS RELEASE

A news release with respect to the material change referred to in this report was disseminated by the Company on July 2, 2024, a copy of which was subsequently filed under the Company’s SEDAR+ profile at www.sedarplus.ca.

ITEM 4 – SUMMARY OF MATERIAL CHANGE

On June 28, 2024, the Company completed the acquisition (the “**Acquisition**”) of all rights and intellectual property related to the product known as InturAI (“**InturAI**”) pursuant to an amended and restated asset purchase agreement (“**Purchase Agreement**”) between the Company and the vendors of InturAI (the “**Vendors**”) dated effective June 14, 2024 and amended on June 28, 2024.

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

Materials Terms of the Purchase Agreement

Pursuant to the terms of the Purchase Agreement, and in consideration for the acquisition of the InturAI assets, the Company issued 20,000,000 common shares of the Company (the “**Consideration Shares**”) to the Vendors. In addition to the Consideration Shares, the Vendors are entitled to receive the following aggregate performance payments over the course of a five-year period:

- a) 2,500,000 common shares of the Company if InturAI generates \$250,000 in cumulative revenue by March 31, 2026;
- b) an additional 3,000,000 common shares of the Company if InturAI generates \$250,000 in quarterly revenue by March 31, 2027;
- c) an additional 4,000,000 common shares of the Company if InturAI generates \$500,000 in quarterly revenue or breaks-even by March 31, 2028; and
- d) an additional 5,000,000 common shares of the Company if InturAI achieves \$1,000,000 in quarterly revenue, or if the Company’s common shares trade at a 15-day volume-weighted average price of more than \$0.30 by March 31, 2029.

In addition to the four month and one day hold period imposed by Canadian securities laws, the Consideration Shares will also be subject to a voluntary six-month pooling arrangement expiring on December 29, 2024.

Purpose and Reasons for the Acquisition

InturAI is currently being developed as a consumer hardware technology platform that uses the signal from existing consumer hardware, such as a Wi-Fi router, to capture significant information about what is happening in the area covered by the signal and turn it into spatial intelligence and movement tracking.

Unlike other monitoring systems, InturAI technology can be used to track and categorize certain movements without the need to install cameras or multiple sensors and wearable hardware devices. Pure to Pure foresees that this technology can provide improved assistance, rehabilitation solutions, and personalized care which cater to specific needs, enhancing quality of life and independence for the elderly and disabled.

Effects of the Acquisition

The Company is at arm's length from the Vendors, and the Acquisition does not constitute a change of business or fundamental change for the Company, nor has it resulted in a change of control of the Company, within the meaning of applicable securities laws and the policies of the Canadian Securities Exchange. No finders' fees or commissions are payable in connection with the Acquisition.

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

Simon Cheng
Chief Executive Officer
(604) 339-0339

ITEM 9 – DATE OF REPORT

July 2, 2024