

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

**Item 1.        Name and Address**

AAPKI Ventures Inc.  
9648-128th St. Suite 210  
Surrey, British Columbia  
V3T 2X9, Canada

**Item 2.        Date of Material Change**

July 3, 2024

**Item 3.        News Release**

The news release describing the material change was disseminated on July 3, 2024 through GlobalNewsWire and filed on SEDAR.

**Item 4.        Summary of Material Change**

The Company that that it has closed its previously announced non-brokered private placement. The Company accepted subscriptions for 58,000,000 units at a price of \$0.05 per unit (the "Units") for gross proceeds of \$2,900,000. Two insiders of the Company subscribed for an aggregate of 51,200,000 units of the Company.

Securities issued are subject to trading restrictions until November 4, 2024. Proceeds of the Financing will be used by the Company to entertain project investment and working capital.

The Company also announced that Marcus Withers has been named CEO of the Company.

**Item 5.        Full Description of Material Change**

**5.1        *Full Description of Material Change***

The Company announced that that it has closed its previously announced non-brokered private placement. The Company accepted subscriptions for 58,000,000 units at a price of \$0.05 per unit (the "Units") for gross proceeds of \$2,900,000.

Pursuant to the terms of the Financing, each Unit consists of one common share in the equity of the Company and one common share purchase warrant (a "Warrant"). Each Warrant entitles the holder to purchase one additional common share of the Company at a price of \$0.06 per share for a period of two (2) years from the closing of the Financing. Warrants are subject to a four-month acceleration upon the shares trading for 10 consecutive days at \$0.25 or more.

Two insiders of the Company subscribed for an aggregate of 51,200,000 units of the Company. Such participation is considered a related party transaction as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The transaction will be exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 as neither the fair market value of any securities issued to or the consideration paid by such persons will exceed 25% of the Company's market capitalization

Securities issued are subject to trading restrictions until November 4, 2024.

Proceeds of the Financing will be used by the Company to entertain project investment and working capital.

The Company also announced that Marcus Withers has been named CEO of the Company. Mr. Withers brings broad experience in building and developing commercial and residential real estate in the midwestern United States, creating and expanding entertainment venues and initiatives and in owning and operating automobile dealerships, financing elements and dealership services over his thirty year career in Louisville KY.

Mr. Withers has made a \$2.5 million dollar investment to provide AAPKI with starting capital to expand its venture and business development units and intends to execute within this sphere to build APKI quickly towards expansion to succeed in the competitive landscape. This investment was part of the \$2.9 million dollar private placement.

Additionally, AAPKI has named John Flynn as Chief Financial Officer.

AAPKI will open a United States office in Louisville KY and begin an active search to expand its venture and financial investment businesses. Lucky Janda, former CEO of APKI will become the VP of Marketing and Capital Markets and will be located in the United States in the Louisville Office..

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

### **Item 7. Omitted Information**

No information has been omitted in respect of this material change.

### **Item 8. Executive Officer**

The following executive officer of the Company is knowledgeable about the material change disclosed in this report and may be contacted as follows:

Marcus Withers, CEO  
Telephone: (917) 501-1033

### **Item 9. Date of Report**

July 4, 2024.