

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

AlphaGen Intelligence Corp. (the “Company”)
1930 - 1177 West Hastings Street
Vancouver, BC, V6E 4T5

Item 2 Date of Material Change

June 28, 2024

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Stockwatch on June 28, 2024, and a copy was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced Paul Sparkes as Chief Executive Officer and Director, effective immediately, replacing Brian Wilneff, who has stepped down as Chief Executive Officer of the Company and resigned from the board of directors of the Company. In connection with Mr. Wilneff’s departure, the Company intends to settle outstanding debt owed to him in an amount of C\$102,750 through the issuance of 2,055,000 common shares of the Company. Further, pursuant to milestones achieved pursuant to Mr. Wilneff’s contract, Mr. Wilneff will receive an additional 607,444 common shares. The securities to be issued to Mr. Wilneff will be subject to a statutory four month and one day hold period in accordance with applicable securities laws.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced Paul Sparkes as new CEO, effective immediately. Mr. Brian Wilneff has stepped down as Chief Executive Officer of the Company and resigned from the Board of Directors of the Company.

The Company has appointed Mr. Paul Sparkes to serve as the Company’s Chief Executive Officer and to the Board of Directors of the Company. Mr. Sparkes is an accomplished business leader and entrepreneur with over twenty-five years of experience in media, finance, capital markets and Canada’s political arena. Paul spent a decade as a leader in the broadcast and media industry as CTV globemedia’s Executive Vice President, Corporate Affairs. He also held senior positions in public service, including with the Government of Canada as Director of Operations to Prime Minister Jean Chretien and Special Assistant for Atlantic Canada, and as a senior aide to two Premiers of Newfoundland and Labrador. Paul was a Co-Founder and Executive Vice Chairman at Difference Capital Financial and serves on several private and public boards. Paul was most recently President of Otterbury Holdings Inc. and the Chief Executive Officer of Vortex Energy Corp. and is an advisor and deal maker for growth companies in the private and public markets.

In connection with Mr. Wilneff’s departure from the Company, the Company intends to settle outstanding debt owed to Mr. Wilneff in an amount of C\$102,750 through the issuance of 2,055,000 common shares of the Company to Mr. Wilneff. Further, pursuant to milestones achieved pursuant to Mr. Wilneff’s CEO contract, Mr. Wilneff will receive an additional 607,444 common shares. All shares are deemed to have been issued at a price of C\$0.05 per common share. Any common shares issued to Mr. Wilneff as part of

the debt settlement and milestone reached will be subject to a statutory four month and one day hold period in accordance with applicable securities laws. These share issuances are subject to acceptance by the Canadian Securities Exchange and is expected to close on or about July 9, 2024.

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

Not applicable.

Item 8 Executive Officer

For further information, please contact Eli Dusenbury, Chief Financial Officer and Director of the Company, at 604-359-1256 or via email to info@alphagen.co.

Item 9 Date of Report

July 4, 2024