

FORM 51-102F3
Material Change Report

**MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF
NATIONAL INSTRUMENT NO. 51-102**

Item 1. Reporting Issuer

Fountain Asset Corp. (the "Company")
3 Market St. Unit 609
Toronto, Ontario, M5E 0A3

Item 2. Date of Material Change

A material change took place effective June 17, 2025

Item 3. Press Release

On June 17, 2025, a news release in respect of the material change was disseminated by the Company.

Item 4. Summary of Material Change

The Company announced its intention to effect a normal course issuer bid through the facilities of the TSX Venture Exchange pursuant to which, upon receiving regulatory approval, the Company may, during the 12 month period commencing June 19, 2025 and ending June 18, 2026, purchase on the TSX Venture Exchange up to 3,216,335 subordinate voting shares in total for the purposes of cancellation, representing approximately 5% of the subordinate voting shares of the Company currently issued and outstanding.

Item 5. Full Description of Material Change

The material change is described in the Company's press release attached hereto as Schedule "A", which press release is incorporated by reference herein.

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 information has been omitted.

Item 8. Executive Officer

Andrew Parks

Item 9. Date of Report

DATED at Toronto, in the Province of Ontario, this 17 day of June, 2025.

SCHEDULE “A”

PRESS RELEASE

FOUNTAIN ASSET CORP. ANNOUNCES NORMAL COURSE ISSUER BID

TORONTO, ONTARIO, June 17, 2025 – Fountain Asset Corp. (TSXV: FA) (“**Fountain**”) announced today its intention to effect a normal course issuer bid through the facilities of the TSX Venture Exchange, subject to receipt of regulatory approval.

Upon receiving regulatory approval, Fountain may, during the 12 month period commencing June 19, 2025 and ending June 18, 2026, purchase on the TSX Venture Exchange up to 3,216,335 subordinate voting shares in total for the purposes of cancellation, representing approximately 5% of the subordinate voting shares of Fountain currently issued and outstanding. The price which Fountain will pay for any such subordinate voting shares will be the market price at the time of acquisition. The actual number of subordinate voting shares which may be purchased and the timing of any such purchases will be determined by Fountain. Fountain has retained Canaccord Genuity Corp. to effect purchases on its behalf pursuant to the bid. Fountain is effecting the bid at this time as it believes that its subordinate voting shares are undervalued at their current market prices and that the purchase of subordinate voting shares would be a prudent use of funds.

About Fountain Asset Corp.

Fountain Asset Corp. is a merchant bank which provides equity financing, bridge loan services (asset back/collateralized financing) and strategic financial consulting services to companies across many industries such as marijuana, oil & gas, mining, real estate, manufacturing, retail, financial services, and biotechnology.

For further information: please contact Andrew Parks at (416) 456-7019 or visit Fountain Asset Corp.'s website at www.fountainassetcorp.com.

Cautionary Statement on Forward-Looking Information

Neither the TSX Venture Exchange (“TSXV”) nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein. This news release contains forward-looking information which involve risks, uncertainties and other factors that could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward-looking information in this news release includes, but is not limited to, any purchases that may be effected under the proposed normal course issuer bid and the terms of such purchases, if any, and the receipt of applicable regulatory approvals. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure to obtain regulatory approvals, unavailability of financing, prevailing market conditions, as well as those risks set out in Fountain's public documents filed on SEDAR. Although Fountain believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Fountain disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.