

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

**Item 1 Name and Address of Company**

Miivo Holdings Corp. (the “**Company**” or “**Miivo**”)  
c/o Bentall 5, 550 Burrard Street, Suite 2501  
Vancouver, British Columbia, V6C 2B5

**Item 2 Date of Material Change**

January 17, 2026

**Item 3 News Release**

The news release dated January 19, 2026 was disseminated through Newsfile Corp. on January 19, 2026.

**Item 4 Summary of Material Change**

On January 19, 2026, the Company announced entered into a definitive share exchange agreement dated January 17, 2026 (the “**Agreement**”), to acquire all of the issued and outstanding shares of Tandem Partners.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

On January 19, 2026, the Company entered into the Agreement with Tandem with respect to the Transaction.

Tandem, a Dubai, UAE-based private company owned as to a one third percent interest each by Alexander Damouni, the CEO of Miivo, Rabih Brair, the CFO of Miivo (together, the “**Principals**”) and one non-principal. Under the Agreement, Miivo has agreed to acquire all of the issued and outstanding shares of Tandem for total consideration of CAD \$1,250,000, payable as follows (together, the “**Consideration**”):

- One-third (1/3) of the purchase price (approximately \$417,000) payable in cash; and
- Two-thirds (2/3) payable in common shares of Miivo (each, a “**Share**”) at a deemed price of \$0.60 per Share, representing the market price at the time of execution of the Agreement.

Fifty percent (50%) of the total Consideration is to be paid on closing, with the balance being payable on the date that is six months thereafter. Accordingly, no Consideration will be paid, and no Shares will be issued, until closing of the Transaction, which remains subject to the conditions described below, including TSX Venture Exchange (“**TSXV**”) acceptance.

All Shares to be issued as Consideration are subject to a statutory four-month hold period in accordance with applicable securities laws and policies of the TSXV. No finder’s fees will be paid in connection with the Transaction.

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Alexander Damouni, CEO, 604.785.1425

**Item 9 Date of Report**

February 2, 2026