

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

Item 1 Name and Address of Company

Bigstack Opportunities I Inc.
1601-110 Yonge St, Toronto, Ontario, M5C 1T4, Canada

Item 2 Date of Material Change

November 4, 2024

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated on November 4, 2024, through a newswire company in Canada.

Item 4 Summary of Material Change

The material change is fully described in the press release attached hereto as Schedule "A".

Item 5 Full Description of Material Change

The material change is fully described in the press release attached hereto as Schedule "A".

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

Not applicable.

Item 7 Omitted Information

No information has been omitted from this report on the basis that it is confidential information.

Item 8 Executive Officer

For additional information with respect to this material change, the following person may be contacted:

Eric Szustak
Email: eszustak@jbrlimited.com
Phone: (905) 330-7948

Item 9 Date of Report

This report is dated as of the 11th day of November 2024.

Schedule "A"

NOT FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES OF AMERICA

BIGSTACK OPPORTUNITIES I INC. ENTERS INTO NON-BINDING LETTER OF INTENT FOR QUALIFYING TRANSACTION

NOVEMBER 4, 2024 – TORONTO, ONTARIO. Bigstack Opportunities I Inc. (“**Bigstack**”) (TSXV: STAK.P) is pleased to announce it has entered into a non-binding letter of intent dated November 3, 2024 (the “**Letter of Intent**”) with Reeflex Coil Solutions Inc. (“**Reeflex**”), pursuant to which Bigstack and Reeflex intend to complete a business combination, which will constitute a reverse take-over of Bigstack (the “**Business Combination**”). In connection with the Business Combination, Reeflex intends to acquire all of the issued and outstanding securities of Coil Solutions Inc. (“**Coil**”) (the “**Acquisition**” and together with the Business Combination, the “**Transaction**”).

Overview of Bigstack

Bigstack is a “capital pool company” under the policies of the TSX Venture Exchange (the “**Exchange**”) and it is intended that the Transaction will constitute the “Qualifying Transaction” of Bigstack, as such term is defined in Exchange Policy 2.4 – *Capital Pool Companies*. The common shares of Bigstack (the “**Bigstack Shares**”) are currently listed on the Exchange and Bigstack is a reporting issuer in the provinces of Alberta, British Columbia and Ontario. Bigstack was incorporated under the *Business Corporations Act* (Ontario) on November 25, 2020.

Overview of Reeflex

Reeflex is a privately-held corporation incorporated under the *Business Corporations Act* (Alberta) on June 14, 2024. Reeflex currently has no business operations or assets other than cash. Reeflex prioritizes developing partnerships between management and capital with the intention to create compelling value creation opportunities in the resource industry.

Overview of Coil

Coil is a privately-held corporation incorporated under the *Business Corporations Act* (Alberta). Coil is an industry leader and innovator in coil tubing solutions and downhole tools, including stimulation technology, and offers custom solutions to meet the diverse needs of its clients in both local and international markets.

The Transaction

There are no relationships between any non-arm’s length party of Bigstack, Reeflex and Coil or its assets and the Transaction will be an arm’s length transaction.

Pursuant to the terms and conditions of the Letter of Intent, Bigstack and Reeflex intend to negotiate and enter into a definitive agreement (the “**Definitive Agreement**”) that is expected to supersede the Letter of Intent. Trading in the Bigstack Shares has been halted and is not expected to resume until the Transaction is completed or until the Exchange receives the requisite documentation to resume trading.

A more comprehensive news release will be issued by Bigstack in due course disclosing details of the Transaction, including financial information respecting Reeflex and Coil, the names and backgrounds of all persons who will constitute insiders of Bigstack upon completion of the Transaction, the issued and outstanding securities of each of Bigstack and Reeflex, the terms of the exchange of securities of Bigstack and Reeflex, the applicable security exchange ratios, the details of any concurrent financing by the parties (as applicable), the details of any meeting of the shareholders of Bigstack required to approve the Transaction and matters related thereto (as applicable) and information respecting sponsorship.

Forward Looking Information

*This press release contains statements that constitute “forward-looking information” (“**forward-looking information**”) within the meaning of the applicable Canadian securities legislation. All statements, other than statements of historical fact, are forward-looking information and are based on expectations, estimates and projections as at the date of this press release. Any statement that discusses predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as “believe”, “estimate”, “expect”, “intend” or variations of such words and phrases or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken to occur or be achieved) are not statements of historical fact and may be forward-looking information.*

More particularly and without limitation, this press release contains forward-looking statements concerning the Transaction (including the structure, terms and timing thereof), the Definitive Agreement, the issuance of additional news releases describing the Transaction, the trading of the Bigstack Shares on the Exchange and the holding of shareholder meetings in connection with the Transaction. Although Bigstack believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that the expectations of any forward-looking information will prove to be correct. Known and unknown risks, uncertainties and other factors may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking information. Such factors include, but are not limited to: delay or failure to receive board, shareholder or regulatory approvals; and general business, economic, competitive, political and social uncertainties. There can be no certainty that the Transaction will be completed on the terms set out in the Letter of Intent or at all. Accordingly, readers should not place undue reliance on the forward-looking information contained in this press release. Except as required by law, Bigstack disclaims any intention and assumes no obligation to update or revise any forward-looking information to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking information or otherwise.

Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of a binding definitive agreement relating to the Business Combination, execution of a binding definitive agreement relating to the Acquisition, Exchange acceptance and, if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Bigstack Opportunities I Inc.

For further information, please contact Eric Szustak, the President, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and a director of Bigstack.

Eric Szustak
President, CEO, CFO, Corporate Secretary and Director
Email: eszustak@jbrlimited.com
Telephone: (905) 330-7948

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

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.