

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Agereh Technologies Inc. (the “**Company**”)
14809 111 Avenue NW
Edmonton, AB T5M 2P3

Item 2. Date of Material Changes

November 18, 2025

Item 3. News Releases

A news release announcing the material change was disseminated on November 20, 2025, through Access Newswire’s distribution network and a copy filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

Item 4. Summary of Material Changes

The Company announced that it has closed its previously announced non-brokered private placement by issuing 6,409,259 units of the Company (“**Units**”) at a price of \$0.0675 per Unit for aggregate gross proceeds of \$432,624.98 (the “**Offering**”). Each Unit consists of one common share (each, a “**Common Share**”) and one common share purchase warrant (each, a “**Warrant**”), with each Warrant being exercisable to purchase one additional Common Share at a price of \$0.09 until November 18, 2027.

A copy of the news release is attached as Schedule “A” hereto.

Item 5. Full Description of Material Changes

The Offering was made pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions (the “**LIFE Exemption**”) and other available exemptions pursuant to applicable securities laws. The Units and the Common Shares and Warrants underlying the Units issued to subscribers pursuant to the LIFE Exemption will not be subject to a hold period pursuant to applicable Canadian securities laws. A copy of the offering documents prepared by the Company in connection with the LIFE Exemption dated November 7, 2025 and November 13, 2025 is available electronically under the Company’s issuer profile on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.agereh.com. Final acceptance by the TSX Venture Exchange (the “**TSX-V**”) of the Offering is subject to the completion of customary post-closing filings.

The Company intends to use the proceeds from the Offering for general corporate expenses and working capital purposes. There are no finder’s fees or other commissions payable in respect of the Offering.

A director of the Company participated in the Offering and purchased 250,000 Units of the Company. Participation of the insider in the Offering constitutes a “related party transaction” as defined under Multilateral Instrument 61-101 – Protection of Minority Security Holdings in Special Transactions (“**MI 61-101**”), but was exempt from the formal valuation and minority

shareholder approval requirement of MI 61-101 pursuant to the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the insiders' participation in the Offering does not exceed 25% of the market capitalization of the Company. The Offering has been unanimously approved by the board of directors of the Company, with the participating director abstaining from voting on his respective participation in the Offering. The Common Shares issued to insiders of the Company are subject to a four-month hold period pursuant to applicable policies of the TSX-V and are subject to final approval of the TSXV.

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

Not applicable.

Item 7. **Omitted Information**

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

Item 8. **Executive Officer**

Kenneth W. Brizel
Chief Executive Officer
Phone: 800-806-5058

Item 9. **Date of Report**

November 20, 2025

SCHEDULE "A"



AGEREH ANNOUNCES CLOSING OF NON-BROKERED PRIVATE PLACEMENT

EDMONTON, Alberta, November 20, 2025 (Access Newswire) - Agereh Technologies Inc. ("Agereh" or the "Company") (TSXV:AUTO) (OTCQB: CRBAF) is pleased to announce that it has closed its previously announced non-brokered private placement (see press release of November 5, 2025) by issuing 6,409,259 units of the Company ("Units") at a price of \$0.0675 per Unit for aggregate gross proceeds of \$432,624.98 (the "Offering"). Each Unit consists of one common share (each, a "Common Share") and one common share purchase warrant (each, a "Warrant"), with each Warrant being exercisable to purchase one additional Common Share at a price of \$0.09 until November 18, 2027.

The Offering was made pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* (the "LIFE Exemption") and other available exemptions pursuant to applicable securities laws. The Units and the Common Shares and Warrants underlying the Units issued to subscribers pursuant to the LIFE Exemption will not be subject to a hold period pursuant to applicable Canadian securities laws. A copy of the offering documents prepared by the Company in connection with the LIFE Exemption dated November 7, 2025 and November 13, 2025 is available electronically under the Company's issuer profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.agereh.com. Final acceptance by the TSX Venture Exchange (the "TSX-V") of the Offering is subject to the completion of customary post-closing filings.

The Company intends to use the proceeds from the Offering for general corporate expenses and working capital purposes. There are no finder's fees or other commissions payable in respect of the Offering.

Insider Participation

A director of the Company participated in the Offering and purchased 250,000 Units of the Company. Participation of the insider in the Offering constitutes a "related party transaction" as defined under Multilateral Instrument 61-101 – *Protection of Minority Security Holdings in Special Transactions* ("MI 61-101"), but was exempt from the formal valuation and minority

shareholder approval requirement of MI 61-101 pursuant to the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the insiders' participation in the Offering does not exceed 25% of the market capitalization of the Company. The Offering has been unanimously approved by the board of directors of the Company, with the participating director abstaining from voting on his respective participation in the Offering. The Common Shares issued to insiders of the Company are subject to a four-month hold period pursuant to applicable policies of the TSX-V and are subject to final approval of the TSXV.

About Agereh Technologies Inc.

Agereh is a Canadian-based AI technology company whose platforms target advanced technology solutions for the transportation industry. The first application developed is harnessing the power of Artificial Intelligence to accurately predict the best financing scenario for consumers, all while keeping the consumer anonymous. Upcoming products will continue to deliver advanced technology solutions that address critical challenges in the transportation industry.

ON BEHALF OF THE BOARD OF DIRECTORS OF AGEREH TECHNOLOGIES INC.

Ken Brizel, CEO

Neither the TSX Venture Exchange nor its Regulation Services Provider accepts responsibility for the adequacy or accuracy of this release.

For further information please contact:

Ken Brizel
CEO

Tel: (800) 806-5058

Email: info@agereh.com

Website: www.agereh.com

Notice Regarding Forward-Looking Information:

This news release contains forward-looking statements including but not limited to statements regarding the Company's business, assets or investments, as well other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results

expressed or implied by such forward-looking statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, investor interest in the business and prospects of the Company.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.