

**FORM 51-102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102**

Item 1. Name and Address of Company

Stack Capital Group Inc. (the "**Company**" or "**Stack**")
155 Wellington Street West – Suite 3140
Toronto, ON, Canada
M5V 3H1

Item 2. Date of Material Change

August 7, 2025 (the "**Closing Date**")

Item 3. News Release

News releases were issued by the Company on July 24, 2025, July 25, 2025, August 5, 2025 and August 7, 2025 with respect to the material change referred to in this report, and were filed under Stack's profile on SEDAR+ (www.SEDARPLUS.ca).

Item 4. Summary of Material Change

Stack announced the closing of its previously announced "best efforts" private placement (the "**LIFE Offering**") and concurrent non-brokered private placement (the "**Concurrent Private Placement**" and collectively, with the LIFE Offering, the "**Offering**") for total gross proceeds to the Company of \$35,000,000.

Item 5.1 Full Description of Material Change

Closing of Offering

On August 7, 2025, Stack closed its previously announced Offering for total gross proceeds to the Company of \$35,000,000. The LIFE Offering was co-lead by Canaccord Genuity Corp., Raymond James Ltd., RBC Capital Markets and TD Securities Inc., for and on behalf of a syndicate of agents including Scotia Capital Inc., Wellington-Altus Private Wealth Inc., National Bank Financial Inc. and iA Private Wealth Inc. (collectively, the "**Agents**"). Pursuant to the LIFE Offering, the Company issued 1,454,545 units (the "**Units**") at a price of \$13.75 per Unit (the "**Offering Price**") for gross proceeds of \$20,000,000. Pursuant to the Concurrent Private Placement, the Company issued 1,090,909 Units at the Offering Price for gross proceeds of \$15,000,000. In addition, the Company obtained approval from the Toronto Stock Exchange (the "**TSX**") for the listing of the Unit Shares, Warrants and Warrant Shares (each as defined below) under the Offering subject to final approval of the TSX.

Each Unit consisted of one common share (a "**Common Share**" and the Common Shares comprising the Units being the "**Unit Shares**") and one-quarter of one Common Share purchase warrant of the Company (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share (a "**Warrant Share**") for a period of 24 months following the date hereof at

an exercise price of \$17.00 per Warrant Share, subject to adjustment in certain events.

The LIFE Offering was made to purchasers resident in certain provinces of Canada pursuant to the listed issuer financing exemption from the prospectus requirement under Part 5A of National Instrument 45-106 – Prospectus Exemptions and Coordinated Blanket Order 45-935 Exemptions from Certain Conditions of the Listed Issuer Financing Exemption of the Canadian Securities Administrators (collectively, the "**LIFE Exemption**"). Upon closing of the Offering, the Unit Shares and Warrants offered under the LIFE Exemption are immediately freely tradeable under applicable Canadian securities legislation. Further, as Units issued under the Concurrent Private Placement were issued in accordance with applicable securities laws pursuant to available exemptions from the prospectus requirements not requiring a hold period, including Units issued to investors outside of Canada pursuant to Ontario Securities Commission Rule 72-503 - Distributions Outside Canada, the Unit Shares and Warrants offered under the Concurrent Private Placement are also immediately freely tradeable under applicable Canadian securities legislation.

At the closing of the Offering, the Company paid to the Agents a cash fee equal to 5.0% of the gross proceeds raised in connection with the Offering.

Disclosure Required by MI 61-101

The following supplementary information is provided in accordance with Section 5.2 of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**").

(a) a description of the transaction and its material terms:

Insiders of the Company subscribed for an aggregate of 9,162 Units representing approximately \$126,000 of the gross proceeds of the Offering. The issuance of Units to insiders under the Offering are considered related party transactions within the meaning of MI 61-101.

(b) the purpose and business reasons for the transaction:

The Company intends to use the net proceeds of the Offering for investments in accordance with the Company's investment principles and general corporate and working capital purposes.

(c) The anticipated effect of the transaction on the issuer's business and affairs:

The anticipated effect of the insiders' participation in the Offering is that the Company will have additional proceeds to use for its ongoing business and affairs.

(d) a description of:

i. the interest in the transaction of every interested party and of the Related Party and associated entities of the interested parties:

See Schedule "A" attached hereto.

- ii. **the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:**

See Schedule "A" attached hereto.

The insiders who participated in the Offering include Onbelay Capital Inc. and SC Partners Ltd. Onbelay Capital Inc. is wholly and beneficially owned by John Bell, an insider of the Company. SC Partners Ltd. is a non-personal corporation owned by the founders of the Company. The participation of these entities in the Concurrent Private Placement did not result in a material change to their respective ownership percentages of the issued and outstanding common shares.

Prior to the Offering:

Onbelay Capital Inc., including securities beneficially owned and/or controlled by John Bell, held 138,188 common shares, representing approximately 1.29% of the issued and outstanding common shares.

SC Partners Ltd. held 47,280 common shares, representing approximately 0.44% of the issued and outstanding common shares (excluding any shares beneficially owned by its founding shareholders personally).

Following the completion of the Offering:

Onbelay Capital Inc., including securities beneficially owned and/or controlled by John Bell, holds 143,188 common shares, representing approximately 1.08% of the issued and outstanding common shares.

SC Partners Ltd. holds 51,442 common shares, representing approximately 0.39% of the issued and outstanding common shares.

- (e) **unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

The board of directors of the Company unanimously approved the Offering and there were no materially contrary views or disagreements in connection with the insiders' participation in the Offering.

- (f) **a summary in accordance with section 6.5 of MI 61-101 of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

The Company relied on the exemption from the formal valuation requirement under section 5.5(a) of MI 61-101 (Fair Market Value Not More Than 25% of

Market Capitalization) and the exemption from the minority approval requirement under section 5.7(1)(a) of MI 61-101 (Fair Market Value Not More Than 25 Per Cent of Market Capitalization), on the basis that neither the fair market value of the Units subscribed for by insiders, nor the consideration paid by such insiders, exceeded 25% of the Company's market capitalization as at the date of the announcement of the Offering.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

i. the has been made in the 24 months before the date of the material change report:

Not applicable.

ii. the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interest party or a joint actor with an interested party, in connection with the transaction:

The insiders provided or caused to be provided to the Company completed documents required pursuant to the Offering. Each insider entered into a subscription agreement and was issued a DRS certificate in connection with the issuance of common shares and warrants.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

The Company relied on the exemption from the formal valuation requirement under section 5.5(a) of MI 61-101 (Fair Market Value Not More Than 25% of Market Capitalization) and the exemption from the minority approval requirement under section 5.7(1)(a) of MI 61-101 (Fair Market Value Not More Than 25 Per Cent of Market Capitalization), on the basis that neither the fair market value of the Units acquired by insiders under the Offering, nor the consideration paid by such insiders, exceeded 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

The participants in the Offering and the extent of their participation were not finalized until shortly prior to the completion of the Offering. Accordingly, it was not possible to publicly disclose details of the nature and extent of related party participation in the Offering pursuant to a material change report filed at least 21 days prior to the completion of the Offering.

Item 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**

Jimmy Vaiopoulos
Chief Financial Officer
Telephone: 647-802-3551

Item 9. **Date of Report**

August 11, 2025

SCHEDULE “A”

Name and Position	Aggregate No. of Units Acquired during the Offering	Aggregate Price Paid for Units Acquired during the Offering	No. of Securities Held Prior to the Offering		Percentage of Issued and Outstanding Securities Prior to the Offering		No. of Securities Held After the Offering		Percentage of Issued and Outstanding Securities After the Offering	
			Undiluted	Diluted ¹	Undiluted ²	Diluted ³	Undiluted	Diluted	Undiluted ⁴	Diluted ⁵
Onbelay Capital Inc.	5,000	\$ 68,750	138,188	138,188	1.29%	1.29%	143,188	144,438	1.08%	1.09%
SC Partners Ltd.	4,162	\$57,227.50	47,280	47,280	0.44%	0.44%	51,442	52,482	0.39%	0.40%

¹ The diluted number includes the issued and outstanding Common Shares and convertible securities such as warrants and stock options held by the insider prior to the Offering.

² The undiluted percentage is based on 10,688,864 as the total issued and outstanding Common Shares of the Company prior to the Offering.

³ The diluted percentage is calculated on a partially-diluted basis. For each insider, the denominator used is comprised of: (i) the issued and outstanding Common Shares of the Company prior to the Offering; and (ii) if applicable, the Common Shares exercisable upon the conversion of the convertible securities held by such insider.

⁴ The undiluted percentage is based on 13,234,318 as the total issued and outstanding Common Shares of the Company after to the Offering.

⁵ The diluted percentage is calculated on a partially-diluted basis. For each insider, the denominator used is comprised of: (i) the issued and outstanding Common Shares of the Company after the Offering; (ii) the Common Shares exercisable upon the conversion of the Warrants issued pursuant to the Offering held by such insider; and (iii) if applicable, the Common Shares exercisable upon the conversion of the convertible securities held by such insider.