

## MATERIAL CHANGE REPORT

### Item 1: Name and Address of Company

**RZOLV TECHNOLOGIES INC.** (the “Company” or “RZOLV”)  
119-998 Harbourside Drive  
North Vancouver, BC V7P 3T2

### Item 2: Date of Material Change

February 17, 2026.

### Item 3: News Release

News release announcing the material change were disseminated on February 17, 2026 through NewsFile Corp. and subsequently filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### Item 4: Summary of Material Change

On February 17, 2026, the Company announced that its common shares have been approved for trading on the OTCQB Venture Market (“**OTCQB**”), operated by OTC Markets Group Inc., under the trading symbol “**RZOLF**.”

The Company also announced the appointment of Carson Halliday as Chief Financial Officer (“**CFO**”) and Corporate Secretary, effective February 15, 2025, upon the resignations of Mark Orsmond and Marien Segovia from their roles as Interim CFO and Corporate Secretary, respectively.

### Item 5.1: Full Description of Material Change

On February 17, 2026, the Company announced that its common shares have been approved for trading on the OTCQB Venture Market (“**OTCQB**”), operated by OTC Markets Group Inc., under the trading symbol “**RZOLF**.” The Company has also made an application for DTC eligibility through the Depository Trust Company (“**DTC**”). DTC eligibility will enable RZOLV’s shares to be settled electronically through the U.S. clearing system, facilitating more efficient trading and settlement for U.S. broker-dealers and institutional platforms.

Trading on the OTCQB under the symbol RZOLF commenced on February 17, 2026. RZOLV’s common shares will continue to trade on the TSX Venture Exchange under the symbol RZL and on the Frankfurt Stock Exchange under the symbol S711, reinforcing the Company’s growing multi-jurisdictional capital markets presence.

The Company also announced the appointment of Carson Halliday as Chief Financial Officer (“**CFO**”) and Corporate Secretary, effective February 15, 2025, upon the resignations of Mark Orsmond and Marien Segovia from their roles as Interim CFO and Corporate Secretary, respectively. Mr. Orsmond and Ms. Segovia will continue to support the Company during a transition period in a consulting capacity to ensure continuity of financial operations and reporting. The Company thanks Mr. Orsmond and Ms. Segovia for their leadership and contributions to RZOLV and wishes them continued success in their future endeavors.

**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**

No information was omitted.

**Item 8: Executive Officer**

Carson Halliday, CFO & Corporate Secretary  
+(778) 227-9259

**Item 9: Date of Report**

March 4, 2026.