

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

Item 1. Name and Address of Company

The FUTR Corporation (the "**Company**" or "**FUTR**")
66 Wellington Street West, Suite 4100
P.O. Box 35 TD Bank Tower
Toronto, ON M5K 1B7

Item 2. Date of Material Change

October 23, 2025

Item 3. News Release

Press release issued by the Company on October 24, 2025 in respect to the material change referred to in this report via a Canadian news wire service, a copy of which has been filed via SEDAR.

Item 4. Summary of Material Change

Item 5. The Company is pleased to announce that it has closed an additional 1.5 million Units for gross proceeds of \$450,000 on top of its previously announced \$6 million non-brokered private placement bringing the total private placement amount to \$6.45 million at \$0.30 per Unit.

Item 6. Full Description of Material Change

Each Unit is priced at \$0.30 per Unit and consists of one common share and one-half warrant. Each Warrant is exercisable to acquire one Common Share at a price of \$0.45 until December 31, 2027, unless the stock trades at \$2.20 per share on a VWAP basis over a 10-day period at which point the Board may determine to accelerate the expiration date of the Warrants to 30 days following a press release announcing such.

Net proceeds of the offering will be used for general working capital and growth initiatives, including potential acquisitions.

The Company would also like to announce that it has engaged the services of ICP Securities Inc. ("**ICP**") to provide automated market making services, including use of its proprietary algorithm, ICP Premium™, in compliance with the policies and guidelines of the TSX Exchange and other applicable legislation. ICP will be paid a monthly fee of C\$7,500, plus applicable taxes. The agreement between the Company and ICP was signed with a start date of October 24, 2025, and is for four (4) months (the "**Initial Term**") and shall be automatically renewed for subsequent one (1) month terms (each month called an "**Additional Term**") unless either party provides at least thirty (30) days written notice prior to the end of the Initial Term or an Additional Term, as applicable. There are no performance factors contained in the agreement and no stock options or other compensation in connection with the engagement. ICP and its clients may acquire an interest in the securities of the Company in the future.

ICP is an arm's length party to the Company. ICP's market making activity will be primarily to correct temporary imbalances in the supply and demand of the Company's

shares. ICP will be responsible for the costs it incurs in buying and selling the Company's shares, and no third party will be providing funds or securities for the market making activities.

The Units of the non-brokered private placement were offered by way of private placement pursuant to exemptions from prospectus requirements under applicable securities laws. All securities issued are subject to a four month hold period until February 24, 2026, in accordance with applicable securities laws and the policies of the TSX Venture Exchange. The Offering is subject to TSX Venture Exchange acceptance of regulatory filings.

The Company paid to eligible persons a cash finder's fee of 7% of Units placed in the amount of \$31,500 and finder's warrants of 105,000 equal to 7% of certain eligible Units sold under the Offering. Each Finder Warrant is exercisable to acquire one Unit of the Company until September 30, 2027, at an exercise price of \$0.30 per Unit subject to an acceleration provision.

Item 7. Reliance on subsection 7.1(2) of National Instrument 51-102

Not Applicable.

Item 8. Omitted Information

No information has been omitted from this material change report.

Item 9. Executive Officer

The following senior officer of The FUTR Corporation, is knowledgeable about the material change and the Report and may be contacted as follows:

Jason Ewart, EVP
Telephone: 416-580-0721

Item 10. Date of Report

October 24, 2025