

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 **Name and Address of Company:**

Invesque Inc. (“**Invesque**” or the “**Company**”)
8701 E. 116th Street
Suite 260
Fishers, IN 46038

Item 2 **Date of Material Change:**

December 30, 2024

Item 3 **News Release:**

A news release disclosing the material change described herein was issued by Invesque on December 30, 2024 and disseminated through the facilities of Cision. A copy of the news release is available on SEDAR+ at www.sedarplus.ca.

Item 4 **Summary of Material Change:**

On December 30, 2024, the Company announced that it completed the exchange of its 7.00% Convertible Unsecured Subordinated Debentures due January 31, 2025 (the “**2025 Debentures**”) and its 8.75% Convertible Unsecured Subordinated Debentures due September 30, 2026 (the “**2026 Debentures**”). The 2025 Debentures and 2026 Debentures were exchanged for an aggregate principal amount of US\$23,700,000 of 9.75% unsecured subordinated debentures due December 30, 2027 and an aggregate of 140,516,942 common shares of the Company (“**Common Shares**”).

On December 30, 2024, the Company also announced that it completed the exchange of its class A convertible preferred shares (the “**Preferred Shares**”), all of which were held by certain funds managed by Magnetar Financial LLC (“**Magnetar**”). The Preferred Shares were exchanged for an aggregate of 716,875,000 Common Shares.

Item 5 **Full Description of Material Change:**

For a full description of the material change, please see Schedule “A” attached hereto.

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:**

The name and business telephone number of an executive officer of Company who is knowledgeable about the material change and who can be contacted is:

Adlai Chester
Chief Executive Officer
(765) 702-3025

Item 9 **Date of Report:**

December 31, 2024

SCHEDULE "A"

(see attached)

Invesque Inc. Announces Completion of Previously Disclosed Debenture Exchange and Preferred Share Exchange

NEWS PROVIDED BY

Invesque Inc. →

Dec 30, 2024, 18:00 ET

TORONTO, Dec. 30, 2024 /CNW/ - Invesque Inc. (the "**Corporation**" or "**Invesque**") (TSX: **IVQ**) and (TSX: **IVQ.U**) announced today that it has completed the exchange (the "**Debenture Exchange**") of its 7.00% Convertible Unsecured Subordinated Debentures due January 31, 2025 (the "**2025 Debentures**") and its 8.75% Convertible Unsecured Subordinated Debentures due September 30, 2026 (the "**2026 Debentures**"). The 2025 Debentures and 2026 Debentures were exchanged for an aggregate principal amount of US\$23,700,000 of 9.75% unsecured subordinated debentures due December 30, 2027 (the "**Amended Debentures**") and an aggregate of 140,516,942 common shares of the Corporation ("**Common Shares**"). The Amended Debentures are trading on the Toronto Stock Exchange under the symbol "IVQ.NT.U".

Invesque also announced today that it has completed the exchange (the "**Preferred Share Exchange**") of its class A convertible preferred shares (the "**Preferred Shares**"), all of which were held by certain funds managed by Magnetar Financial LLC ("**Magnetar**"). The Preferred Shares were exchanged for an aggregate of 716,875,000 Common Shares. Following the Preferred Share Exchange and the Debenture Exchange, the Corporation has 913,617,112 Common Shares outstanding, of which 80% are controlled by Magnetar.

"We are extremely pleased to have completed the Debenture Exchange and Preferred Share Exchange with Magnetar as we close out 2024 and head into 2025. Reducing our annual interest expense, and aligning all stakeholders represents a critical step in Invesque's evolution," said Adlai Chester, the Corporation's Chief Executive Officer. "We appreciate debentureholder and Magnetar's support of the Corporation and look forward to continuing to execute on our strategy in 2025."

About Invesque

Invesque is a North American health care real estate company with an investment thesis focused on the premise that an aging demographic in North America will continue to utilize health care services in growing proportion to the overall economy. Invesque currently capitalizes on this opportunity by investing in a portfolio of income-generating, predominantly private pay seniors housing communities. Invesque's portfolio includes investments primarily in independent living, assisted living, and memory care, which are operated under long-term leases and joint venture arrangements with industry-leading operating partners. Invesque's portfolio also includes investments in owner-occupied seniors housing properties in which Invesque owns the real estate, the licensed operations, and provides management services through Commonwealth Senior Living, LLC, a Delaware limited liability company.

Forward-Looking Information

Certain statements contained in this news release are forward-looking statements and are provided for the purpose of presenting information about management's current expectations and plans relating to the future. Readers are cautioned that such statements may not be appropriate for other purposes. These forward-looking statements include statements regarding the anticipated performance of the Corporation in 2024 and beyond. In some cases, forward-looking information can be identified by such terms as "will", "would", "anticipate", "anticipated", "expect" and "expected". The forward-looking statements in this news release are based on certain assumptions, including assumptions that existing trends being observed by the Corporation's seniors housing operating partners will continue. Such statements are subject to significant known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied by such statements and, accordingly, should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. Such risks include the risk that the Corporation will not successfully improve its balance sheet or drive shareholder value and that existing trends being observed by the Corporation's seniors housing operating partners will not continue, as well as those risks described in the Corporation's current

annual information form and management's discussion and analysis, available on SEDAR+ at www.sedarplus.ca, which risks may be dependent on market factors and not entirely within the Corporation's control. Although management believes that it has a reasonable basis for the expectations reflected in these forward-looking statements, actual results may differ from those suggested by the forward-looking statements for various reasons. These forward-looking statements reflect current expectations of the Corporation as at the date of this news release and speak only as at the date of this news release. The Corporation does not undertake any obligation to publicly update or revise any forward-looking statements except as may be required by applicable law.

SOURCE Invesque Inc.

For further information: ir@invesque.com