

Form 51-102F3
Material Change Report

Item 1. Name and Address of Reporting Issuer

Intellistake Technologies Corp.
(the “Company” or “Intellistake”)
5791 Sidley Street
Burnaby, B.C. V5J 5E6

Item 2. Date of Material Change

August 14, 2025 and August 18, 2025

Item 3. News Release

News releases announcing the material change referred to in this report was issued through Cision on August 14, 2025 and August 18, 2025 and copies are filed on SEDAR+.

Item 4. Summary of Material Change

The Company intends to undertake a non-brokered private placement of units (each, a “Unit”) at a price of \$0.87 per Unit (the “Issue Price”) to raise gross proceeds of up to \$5 million (the “Offering”), subject to a 15% over allotment option (the “Over-Allotment Option”). Each Unit will consist of one class “A” shares (each a “Share”) and one Share purchase warrant (a “Warrant”). Each Warrant shall entitle the holder thereof to purchase one Share at an exercise price of \$1.08 for a period of 36 months following the closing of the Offering, subject to accelerated expiry in certain circumstances.

An aggregate of up to 5,747,127 Units may be issued pursuant to the Offering, which number shall increase to an aggregate of up to 6,609,196 Units if the Over-Allotment Option is exercised by the Company in full, in connection with closing. The Issue Price was set by way of confidential price protection request made on July 28, 2025. Completion of the Offering remains subject to the Issue Price receiving disinterested shareholder approval by written consent pursuant to section 4.6(2)(a)(ii) of CSE Policy 4. There will be no insider participation in the Offering. The securities issued pursuant to the Offering will be subject to a hold period expiring four months and one day after closing of the Offering.

The net proceeds of the Offering will be used for development of AI Agents, validator hardware acquisitions, acquisitions of digital currencies, research & development and marketing, repayment of existing accounts payable, investor relations expenditures, working capital requirements and other general corporate purposes. As disclosed in the August 14th news release (see Schedule “A”), the Company intends to use the net proceeds of the Offering to acquire a portion of the up to \$500,000 in digital assets and to fund a portion of the costs of the marketing services described in that news release.

The Company retains the right to raise up to an additional \$5 million on a private placement basis through the issuance of units, with such financing being priced in the context of the market and subject to applicable stock exchange policies at the relevant time.

Item 5.1 Full Description of Material Change

For a full description of the material change, please see the news releases attached as Schedule “A” and Schedule “B” to this Material Change Report.

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 has been omitted on the basis that it is confidential information.

Item 8. Executive Officer

The name and business telephone number of an officer who is knowledgeable about the material change and this report is as follows:

Dean Golbeck, CFO
Phone: 604-423-4400

Item 9. Date of Report

August 20, 2025

SCHEDULE "A"

AUGUST 14, 2025 NEWS RELEASE

See attached.

THIS NEWS RELEASE IS NOT FOR DISTRIBUTION IN THE UNITED STATES. ANY FAILURE TO COMPLY WITH THIS RESTRICTION MAY CONSTITUTE A VIOLATION OF U.S. SECURITIES LAW.



Intellistake Technologies Corp. Confirms Stablecoins Acquired in Preparation for Strategic Digital Asset Allocations in the AI and Technologies Ecosystem

VANCOUVER, BRITISH COLUMBIA August 14, 2025 – Intellistake Technologies Corp. (CSE: ISTK) (OTCQB: ISTKF) (FSE: E41) ("Intellistake" or the "Company") is pleased to announce it has completed the acquisition of stablecoins as an operational step in its strategy to support decentralized AI and blockchain networks. This allocation establishes a base layer for validator operations, staking, and infrastructure participation—positioning the Company to execute upcoming strategic digital asset allocations efficiently.

Intellistake intends to acquire approximately CAD\$500,000 in stablecoins which would be used toward upcoming strategic digital asset allocations across blockchain infrastructure and decentralized AI ecosystem assets. Details of these allocations will be announced in the Company's forthcoming first strategic AI token allocation press release.

Intellistake remains committed to expanding its treasury holdings of AI and technology-focused digital assets, leveraging blockchain technology to support long-term stakeholder value. This forms part of a broader strategy to grow its position in AI and tech digital assets in alignment with the global shift toward advanced decentralized technologies.

This deployment was made possible through the Company's partnership and exclusive agreement with **Singularity Venture Hub**, which provides secure institutional-grade self-custody infrastructure via **Fireblocks**, a platform trusted by some of the world's leading digital asset managers. Fireblocks employs advanced security features such as **multi-party computation (MPC)** and **SGX-secured transfer environments**, enabling Intellistake to securely store and manage digital assets in a fully segregated, non-custodial environment.

"Activating our institutional-grade MPC wallet infrastructure through an exclusive agreement with Singularity Venture Hub, gives us the secure foundation we need to execute confidently in this space," said **Jason Dussault, CEO of Intellistake Technologies Corp.** "This step not only validates our operational readiness—it ensures that we're aligned with best practices in digital asset self-custody from day one."

Stablecoins are blockchain-based tokens engineered to maintain a stable value—typically pegged 1:1 to fiat currencies like the US dollar. They offer the speed and programmability of digital assets while intended to preserve the price stability of traditional money, making them essential tools for treasury management and efficient capital deployment in volatile markets.

The stablecoins acquired as part of this deployment will serve as a liquid base layer, enabling flexible, real-time acquisition of planned upcoming investments across decentralized AI networks, validator systems, and infrastructure-layer digital assets.

A subsequent press release will announce the Company's first strategic digital asset allocation into assets that enable participation in and support for the foundational and infrastructure layers of leading decentralized AI technology networks—potentially including tokens such as BTC, ETH, FET and others—together with the commencement of staking operations that contribute to the functionality and security of those networks.

Financing

The Company intends to undertake a non-brokered private placement offering of units (each a "Unit") at a price of \$0.87 per Unit to raise gross proceeds of up to \$5 million (the "Offering"). Each Unit will consist of one class "A" shares (each a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder thereof to purchase one Share at an exercise price of \$1.08 for a period of 36 months following the closing of the Offering, subject to accelerated expiry in certain circumstances.

In the event that the Shares become listed for trading on either a senior Canadian stock exchange (including without limitation the Toronto Stock Exchange or the Cboe Canada Exchange), NASDAQ or the NYSE (in either case, the "Triggering Event"), the expiry date of the Warrants will be automatically accelerated, irrespective of whether the Company gives notice thereof to the holders of the Warrants by way of news release, and the Warrants will expire on the first day that is ten trading days after the date of the Triggering Event (the "Accelerated Exercise Period"). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period.

The net proceeds of the Offering will be used for acquisitions of digital currencies, development of AI Agents, validator hardware acquisitions, research & development and marketing, repayment of existing accounts payable, investor relations expenditures, working capital requirements and other general corporate purposes. In particular, the Company intends to use the net proceeds of the Offering to acquire a portion of the up to \$500,000 in digital assets disclosed in this press release and fund a portion of the costs of the FSN (defined below) marketing services disclosed below.

The securities issued in the Offering will be subject to a statutory hold period of four months and one-day. The Company retains the right to increase the gross proceeds of the Offering to up to \$10 million in the context of the market.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registrations are available. No public offering of securities is being made in the United States. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Investor Relations

The Company is also pleased to announce that it has entered into an agreement with Financial Star News Inc. ("FSN") of 701 West Georgia Street, #1500, Vancouver, BC V7Y 1C6, e-mail info@thefinancialstar.com; telephone: 778-707-0363, to provide marketing services which are expected to commence during August 2025 and continue until terminated on thirty days' notice.

The services provided by FSN will include the creation of campaigns, ad groups, text ads, display ads, performance of detailed keyword research, setup and management of remarketing campaigns, optimizing keyword options, coordinating online advertisers and marketers, corresponding to online marketing targets, creating landing pages for ad campaigns and generally bringing attention to the business of the Company. The promotional activity undertaken by FSN will occur on a <http://www.theFinancialStar.com> landing page, and via Google ads and native advertising.

The Company will pay a fee of up to USD\$500,000 (plus GST) for the marketing services. The Company will not issue any securities to FSN as compensation for its marketing services. As of the date hereof, to the Company's knowledge, FSN (including its directors and officers) own 333,333 Shares of the Company. FSN has an arm's length relationship with the Company.

About Intellistake

Intellistake's mission is to provide traditional investors with regulated access to the intersection of artificial intelligence and blockchain technology, through familiar stock exchange mechanisms. The Company seeks to eliminate technical barriers including digital asset wallet management and private key security, while addressing the institutional access gap that has historically limited participation to celebrities and venture capitalists with early access to private AI companies.

For additional information on the business of Intellistake please refer to <https://www.intellistake.ai/>.

Company Contact

Alice Cherrington, VP of Communications
 contact@intellistake.ai
 +1 (888) 480-5052

Cautionary Note Regarding Forward-Looking Information

This news release contains "forward-looking information" concerning anticipated developments and events related to the Company that may occur in the future. Forward looking information contained in this news release includes, but is not limited to, all statements in respect of the Company's growth and development, the operations and business segments of the Company, expectations regarding the market for digital currencies and decentralized AI, support for decentralized AI and blockchain networks, expected allocation amounts for and selection of digital currencies, leveraging blockchain technology to support long-term stakeholder value, a broader strategy to grow the Company's position in AI and tech digital assets, commencement of staking operations, the expected gross proceeds of the Offering and the use of proceeds from the Offering.

In certain cases, forward-looking information can be identified by the use of words such as "expects", "intends", "anticipates" or variations of such words and phrases or state that certain actions, events or results "may", "would", or "might" suggesting future outcomes, or other expectations, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this news release is based on certain assumptions regarding, among other things, the Company will continue to have access to financing until it achieves profitability; the technology and blockchain industries in which the Company intends to focus its business in will grow at the rate and in the manner expected; the ability to attract qualified personnel; the success of market initiatives and the ability to grow brand awareness; the ability to distribute Company's services; the Company creates strategies to mitigate risks associated with cryptocurrency price fluctuations; the Company remains compliant with all

applicable laws and securities regulations; the Company engages and collaborates with local experts, as necessary, to address jurisdiction-specific matters and ensures compliance with foreign regulations to avoid penalties; the Company addresses any potential cybersecurity threats promptly and effectively; and the ability to successfully deploy the new business strategy as a result of the change of business. While the Company considers these assumptions to be reasonable, they may be incorrect.

Forward looking information involves known and unknown risks, uncertainties and other factors which may cause the actual results to be materially different from any future results expressed by the forward-looking information. Such factors include risks related to general business, economic and social uncertainties; failure to raise the capital necessary to fund its operations; inability to create strategies to mitigate the risks associated with cryptocurrency price fluctuations; the costs of regulation in the digital asset industries increase to the extent that the Company is no longer generating sufficient returns for shareholders; failure to promptly and effectively address cybersecurity threats; insufficient resources to maintain its operations on a competitive basis; and the actual costs, timing and future plans differs expectations; legislative, environmental and other judicial, regulatory, political and competitive developments; the inherent risks involved in the cryptocurrency and general securities markets; the Company may not be able to profitably liquidate its current digital currency inventory, or at all; a decline in digital currency prices may have a significant negative impact on the Company's operations; the Company's success may depend on the continued involvement of key personnel, including advisors, whose involvement cannot be guaranteed; institutional adoption of decentralized AI infrastructure remains uncertain and may not occur at the pace or scale anticipated; evolving regulatory frameworks, including those related to AI (such as Canada's proposed Artificial Intelligence and Data Act), may impose additional compliance burdens or restrict certain business activities; valuation figures are based on publicly available market data and internal assessments at the time of the referenced transactions and may not reflect current or future valuations; the volatility of digital currency prices; the inherent uncertainty of cost estimates and the potential for unexpected costs and expenses, currency fluctuations; regulatory restrictions, liability, competition, loss of key employees and other related risks and uncertainties; delay or failure to receive regulatory approvals; failure to attract qualified personnel, labour disputes; and the additional risks identified in the "Risk Factors" section of the Company's filings with applicable Canadian securities regulators.

Although the Company has attempted to identify factors that could cause actual results to differ materially from those described in forward-looking information, there may be other factors that cause results not to be as anticipated. Readers should not place undue reliance on forward-looking information. The forward-looking information is made as of the date of this news release. Except as required by applicable securities laws, the Company does not undertake any obligation to publicly update forward-looking information.

SCHEDULE "B"

AUGUST 18, 2025 NEWS RELEASE

See attached.

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Intellistake Technologies Corp. Provides Update on Private Placement

VANCOUVER, BRITISH COLUMBIA August 18, 2025 – Intellistake Technologies Corp. (CSE: ISTK) (OTCQB: ISTKF) (FSE: E41) ("Intellistake" or the "Company") announces a clarification to the terms and conditions for completion of its private placement announced by news release dated August 14, 2025. The Company intends to undertake a non-brokered private placement of units (each, a "Unit") at a price of \$0.87 per Unit (the "Issue Price") to raise gross proceeds of up to \$5 million (the "Offering"), subject to a 15% over allotment option (the "Over-Allotment Option"). Each Unit will consist of one class "A" shares (each a "Share") and one Share purchase warrant (a "Warrant"). Each Warrant shall entitle the holder thereof to purchase one Share at an exercise price of \$1.08 for a period of 36 months following the closing of the Offering, subject to accelerated expiry in certain circumstances.

In the event that the Shares become listed for trading on either a senior Canadian stock exchange (including without limitation the Toronto Stock Exchange or the Cboe Canada Exchange), NASDAQ or the NYSE (in either case, the "Triggering Event"), the expiry date of the Warrants will be automatically accelerated, irrespective of whether the Company gives notice thereof to the holders of the Warrants by way of news release, and the Warrants will expire on the first day that is ten trading days after the date of the Triggering Event (the "Accelerated Exercise Period"). Any unexercised Warrants shall automatically expire at the end of the Accelerated Exercise Period.

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The net proceeds of the Offering will be used for development of AI Agents, validator hardware acquisitions, acquisitions of digital currencies, research & development and marketing, repayment of existing accounts payable, investor relations expenditures, working capital requirements and other general corporate purposes. As disclosed in the August 14th news release, the Company intends to use the net proceeds of the Offering to acquire a portion of the up to \$500,000 in digital assets and to fund a portion of the costs of the

marketing services described in that news release. The Company retains the right to raise up to an additional \$5 million on a private placement basis through the issuance of units, with such financing being priced in the context of the market and subject to applicable stock exchange policies at the relevant time.

This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities offered have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws and may not be offered or sold within the United States or to or for the account or benefit of a U.S. person (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws or an exemption from such registrations are available. No public offering of securities is being made in the United States. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities, in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Intellistake

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In certain cases, forward-looking information can be identified by the use of words such as "expects", "intends", "anticipates" or variations of such words and phrases or state that certain actions, events or results "may", "would", or "might" suggesting future outcomes, or other expectations, assumptions, intentions or statements about future events or performance. Forward-looking information contained in this news release is based on certain assumptions regarding, among other things, the Company will continue to have access to financing until it achieves profitability; the technology and blockchain industries in which the Company

intends to focus its business in will grow at the rate and in the manner expected; the ability to attract qualified personnel; the success of market initiatives and the ability to grow brand awareness; the ability to distribute Company's services; the Company creates strategies to mitigate risks associated with cryptocurrency price fluctuations; the Company remains compliant with all applicable laws and securities regulations; the Company engages and collaborates with local experts, as necessary, to address jurisdiction-specific matters and ensures compliance with foreign regulations to avoid penalties; the Company addresses any potential cybersecurity threats promptly and effectively; and the ability to successfully deploy the new business strategy as a result of the change of business. While the Company considers these assumptions to be reasonable, they may be incorrect.

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