

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

Item 1 Name and Address of Company

WonderFi Technologies Inc. (“**WonderFi**” or the “**Company**”)

371 Front Street West, Suite 304
Toronto, Ontario
M5V 3S8

Item 2 Date of Material Change

June 1, 2026

Item 3 News Release

A news release in respect of the material change described herein was issued and disseminated on June 1, 2026 through the facilities of NewsFile Corp. and was subsequently filed under WonderFi’s profile on SEDAR+. A copy of the news release is attached as Schedule “A”.

Item 4 Summary of Material Change

On June 1, 2026, the Company completed its previously-announced statutory plan of arrangement (the “**Arrangement**”) under Division 5 of Part 9 of the *Business Corporations Act* (British Columbia) involving the Company, Robinhood Markets, Inc. (the “**Parent**”) and Wrangler Holdings Inc. (the “**Purchaser**”), an indirect, wholly-owned subsidiary of the Parent. Pursuant to the Arrangement, the Purchaser acquired all of the issued and outstanding common shares of the Company (the “**Common Shares**”) for cash consideration of C\$0.36 per Common Share.

The Common Shares are expected to be de-listed from the Toronto Stock Exchange on or about the close of trading on June 2, 2026, after which, the Company intends to make an application to cease its status as a reporting issuer under applicable Canadian securities laws. On or around June 3, 2026, the Company and the Purchaser intend to complete a short-form vertical amalgamation to form “WonderFi Technologies Inc.”

Further information regarding the Arrangement is contained in the management information circular dated June 13, 2025 prepared by WonderFi in connection with the special meeting of the holders of Common Shares and Company brokers warrants held on July 17, 2025. The management information circular, the arrangement agreement, and related documents have been filed on SEDAR+ and are available under WonderFi’s profile at www.sedarplus.ca.

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

For further information, please contact:

Chris Pollock - GM & President
Telephone: +1 (647) 377-5038

Item 9 Date of Report

June 2, 2026

SCHEDULE A

(See attached)



Robinhood Completes Acquisition of WonderFi

Menlo Park, California, & Toronto, Ontario, June 1, 2026 /Newsfile Corp./ – WonderFi Technologies Inc. (TSX: WNDR) (“**WonderFi**” or the “**Company**”) is pleased to announce that Robinhood Markets, Inc. (NASDAQ: HOOD) (“**Robinhood**”) has completed the previously announced acquisition of WonderFi pursuant to a statutory plan of arrangement (the “**Arrangement**”) under the *Business Corporations Act* (British Columbia). In accordance with the terms of the Arrangement, Robinhood indirectly acquired all of the issued and outstanding common shares in the capital of WonderFi (the “**Shares**”) for C\$0.36 in cash per Share, representing a total equity value of approximately C\$250 million on a fully diluted basis.

The Shares are expected to be de-listed from the Toronto Stock Exchange on or about the close of trading on June 2, 2026. It is anticipated that WonderFi will apply to cease to be a reporting issuer under applicable Canadian securities laws.

The Arrangement was originally announced on May 13, 2025, and was approved by the Company’s securityholders at a special meeting held on July 17, 2025. The Company obtained a final order in respect of the Arrangement from the Supreme Court of British Columbia on July 21, 2025.

Further information regarding the Arrangement is provided in the management information circular of the Company dated June 13, 2025 (the “**Circular**”) prepared in connection with the Arrangement and the Company’s subsequent related news releases, all of which are available under the Company’s profile on SEDAR+ at www.sedarplus.ca and on WonderFi’s website at <https://www.wonder.fi/investors>.

Enclosed with the Circular was a letter of transmittal explaining how registered securityholders of the Company can submit their Shares in order to receive the consideration to which they are entitled in connection with the Arrangement. Registered securityholders who have questions on how to complete the letter of transmittal should direct their questions to Computershare Investor Services Inc., who is acting as depositary in connection with the Arrangement, at 1-800-564-6253 (toll-free in Canada and the United States), or 1-514-982-7555 (international direct dial), or by email at corporateactions@computershare.com. Beneficial securityholders holding Shares that are registered in the name of an intermediary must contact their broker or other intermediary to submit their instructions with respect to the Arrangement and to arrange for the surrender of their Shares in order to receive the consideration to which they are entitled in connection with the Arrangement.

In connection with the completion of the Arrangement, the Company confirms that all Company brokers warrants (“**Brokers Warrants**”) expired in accordance with their terms on March 10, 2026, prior to the completion of the Arrangement, and accordingly no consideration was payable to the former holders of Brokers Warrants in connection with the Arrangement.

About WonderFi Technologies Inc.

WonderFi is a leader in centralized and decentralized financial services and products.

WonderFi’s regulated trading platforms are well-positioned to service crypto participants on a global scale with trading, payments and decentralized products, including purpose-built blockchains and non-custodial wallet applications.

Designed to provide investors with diversified investment exposure across the global digital asset ecosystem, the Company has a proven track record of launching new products and obtaining registrations. It is also the owner of market-leading brands, including Bitbuy, Coinsquare, and Bitcoin.ca.

As the world continues to move on-chain, WonderFi is strategically placed to capture both market and wallet share through ongoing innovation within the digital asset space.

For more information, visit www.wonder.fi.

About Robinhood

Robinhood Markets, Inc. is a global leader in financial services offering retail brokerage, crypto, advisory, digital banking services, and private markets access to a new generation of investors. Additional information about Robinhood can be found at www.robinhood.com.

Robinhood uses the “Overview” tab of its Investor Relations website (accessible at investors.robinhood.com/overview) and its Newsroom (accessible at newsroom.aboutrobinhood.com), as means of disclosing information to the public in a broad, non-exclusionary manner for purposes of the U.S. Securities and Exchange Commission’s (“**SEC**”) Regulation Fair Disclosure (Reg. FD). Investors should routinely monitor those web pages, in addition to Robinhood’s press releases, SEC filings, and public conference calls and webcasts, as information posted on them could be deemed to be material information.

“Robinhood” and the Robinhood feather logo are registered trademarks of Robinhood Markets, Inc. All other names are trademarks and/or registered trademarks of their respective owners.

Additional Early Warning Disclosure

Immediately prior to the closing of the Arrangement, Wrangler Holdings Inc. (the “Purchaser”), a corporation formed by Robinhood to effect the Arrangement, held no Shares. Following the closing of the Arrangement, the Purchaser owns 100% of the outstanding Shares. WonderFi is now a wholly-owned subsidiary of the Purchaser and Robinhood will maintain an indirect ownership interest in WonderFi.

An early warning report with additional information in respect of the foregoing matters will be filed and made available on SEDAR+ at www.sedarplus.ca under WonderFi’s profile or may be obtained directly upon request by contacting the Robinhood contact persons named below. The head office of WonderFi is 371 Front Street West, Suite 304, Toronto, Ontario, M5V 3S8.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains certain “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the beliefs of the Company regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “could”, “intend”, “expect”, “believe”, “will”, “projected”, “planned”, “estimated”, “soon”, “potential”, “anticipate” or variations of such words.

Forward-looking information may relate to our future business, financial outlook, and anticipated events or results, and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding the delisting of the Shares following closing of the Arrangement, WonderFi ceasing to be a reporting issuer following closing of the Arrangement, the impact of the Arrangement on Robinhood’s and the Company’s respective businesses, the intended conduct and growth of the Company’s business following closing of the Arrangement and our expectations of future results, performance, achievements, prospects, or opportunities, or the markets in which we operate, is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as “plans”, “targets”, “expect” or “does not expect”, “is expected”, “is poised to”, “an opportunity exists”, “budget”, “scheduled”, “estimates”, “outlook”, “future”, “financial outlook”, “forecasts”, “projection”, “prospects”, “strategy”, “intends”, “anticipates”, “does not anticipate”, “believes”, or variations of such words

and phrases, or statements that certain actions, events, or results "may", "could", "would", "might", "will" occur or be taken, or "will continue to" or "are poised to" be achieved. In addition, any statements that refer to expectations, intentions, projections, or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's current expectations, estimates and projections regarding possible future events or circumstances.

These forward-looking statements are based on reasonable assumptions and estimates of management of the Company at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: fluctuations in general macroeconomic conditions; fluctuations in securities markets; the ability to realize on cost saving measures; the Company's limited operating history; the inability of the Company to delist the Shares following closing of the Arrangement, as contemplated or at all; the inability of WonderFi to cease to be a reporting issuer following closing of the Arrangement as contemplated or at all; the inability to realize the anticipated impact of the Arrangement on Robinhood's and the Company's respective businesses as contemplated or at all; the inability to conduct and grow the Company's business following closing of the Arrangement as contemplated or at all; the competitive nature of the technology industry; unproven markets for the Company's product offerings; lack of regulation and customer protection; the need for the Company to manage its future strategic plans; the effects of product development and need for continued technology change; protection of proprietary rights; network security risks; the ability of the Company to maintain properly working systems; foreign currency trading risks; use and storage of personal information and compliance with privacy laws; use of the Company's services for improper or illegal purposes; global economic and financial market conditions; uninsurable risks; changes in project parameters as plans continue to be evaluated; and those factors described in the Company's management information circular dated June 13, 2025, its most recent annual information form dated March 24, 2026 and management's discussion and analysis and financial statements for the period ended March 31, 2026, which are available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca.

There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, you should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this press release represents the Company's expectations as of the date specified herein, and are subject to change after such date. However, the Company disclaims any intention or obligation or undertaking to update or revise any forward-

looking information or to publicly announce the results of any revisions to any of those statements, whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

All of the forward-looking information contained in this press release is expressly qualified by the foregoing cautionary statements.

For further information:

WonderFi

Investor Relations:

Charlie Aikenhead

WonderFi

Invest@wonder.fi

Media:

Riyaz Lalani & Dan Gagnier

Gagnier Communications

WonderFi@gagnierfc.com

Robinhood

Investors:

ir@robinhood.com

Press:

press@robinhood.com