FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Issuer:**

Boardwalktech Software Corp. (the "**Company**")
10050 N. Wolfe Road, Suite SW1-276
Cupertino, California 95014 USA

2. **Date of Material Change:**

April 24, 2026

3. **News Release:**

The news releases were issued and disseminated on March 23, 2026, April 1, 2026 and April 27, 2026, and were subsequently filed on SEDAR+.

4. **Summary of Material Change:**

On April 24, 2026, the Company closed its previously announced non-brokered private placement of units (each, a "**Unit**" and collectively, the "**Units**") at a price of C$0.035 per Unit, (the "**Offering**"). Collectively, the Company closed two tranches of the Offering for an aggregate of 42,899,571 Units issued across both tranches, resulting in aggregate gross proceeds of approximately C$1,500,000.

For additional details please see the Company's news releases referenced above.

5. **5.1 – Full Description of Material Change:**

Each Unit is comprised of one common share of the Company (each, a "**Common Share**") and one common share purchase warrant of the Company (each, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of C$0.05 per Common Share for a period of 24 months following the closing date of the Offering.

The Units were issued pursuant to exemptions from the prospectus requirements in accordance with *National Instrument 45-106* respecting Prospectus Exemptions. The securities issued pursuant to the Offering are subject to a hold period of four months plus one day from the date of issuance.

The Company intends to use the proceeds from the Offering for general corporate purposes.

Insiders of the Company participated in the Offering for an aggregate of 3,080,000 Units for a total of C$118,685. Such participation will constitute a "related party transaction" as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") and the Company will rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities purchased by insiders, nor the consideration for the securities paid by such insiders, will exceed 25% of the Issuer's market capitalization.

In connection with the closing of the Offering, the Company paid aggregate finder's fees in cash of approximately $85,424 and issued 2,303,542 non-transferrable broker warrants of the Company

("**Finder's Warrants**"), equal to 8% of the number of Units purchased by investors referred to by certain finders. Each Finder's Warrant entitles the holder thereof to purchase one Common Share at a price of C$0.05 for a period of 24 months from the date of issuance.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

   Not applicable.

7. **Omitted Information:**

   No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Executive Officer:**

   For further information, please contact Andrew Duncan, Chief Executive Officer, at 650-618-6118

9. **Date of Report:**

   April 30, 2026.