FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

BuildDirect.com Technologies Inc. (the "**Company**")
Suite 90, 200 Granville Street
Vancouver, BC V6C 1S4

Item 2: Date of Material Change

August 1, 2025

Item 3: News Release

A news release was issued on August 1, 2025 and filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced the successful closing of its non-brokered private placement previously announced on July 18, 2025 (the "**Private Placement**").

Item 5.1: Full Description of Material Change

The Company announced that it has closed its Private Placement and issued 6,087,173 common shares (the "**Common Shares**"), raising gross proceeds of $7,000,250. The net proceeds will be used to support BuildDirect's growth strategy and for general working capital purposes. No bonus, finder's fee, commission, agent's option or other compensation is payable in connection with the Private Placement. All shares are subject to a four-month hold period ending December 2, 2025, under applicable securities laws.

The Company's three largest shareholders, Pelecanus Investments Ltd. (**"Pelecanus")**, Lyra Growth Partners Inc. (**"Lyra"**) and Beedie Investments Ltd. (**"Beedie"**) participated in the Private Placement and purchased 855,625, 328,858 and 303,561 Common Shares, respectively. In addition, Eyal Ofir, a Director of the Company, purchased 25,000 Common Shares and Shawn Wilson, the CEO of the Company, purchased 8,695 Common Shares. The percentage of issued and outstanding common shares of the Company owned or controlled by Pelecanus, Lyra, Beedie, Eyal Ofir and Shawn Wilson upon closing of the Private Placement is 38.9%, 15.0%, 13.8%, 0.3% and 3.6%, respectively. Participation by these parties in the Private Placement constitutes a related party transaction as defined under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The Company is exempt from the formal valuation and minority approval requirements under MI 61-101 as the fair market value of these insiders' participation in the Private Placement does not exceed 25 per cent of the Company's market capitalization, as set forth in Sections 5.5(a) and 5.7(1)(a) of MI 61-101. The insiders' participations in the Private Placements were approved by the disinterested directors of the Company. The Company did not file a material change report more than twenty-one (21) days before the expected closing date of the Private Placement, as the details of the Private Placement were not finalized until August 1, 2025, being the closing date.

Related Party Disclosure

The following supplementary information is provided in accordance with Section 5.2.

(a) a description of the transaction and its material terms:

See item 5.1 above.

(b) the purpose and business reasons for the transaction:

See item 5.1 above.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

See item 5.1 above.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

Prior to and upon the completion of the Private Placement, each of the following insiders held these share positions in the Company:

Shareholder	Shareholdings Prior to Closing	Shareholdings Post Closing
Pelacanus	17,903,367	18,758,992 (38.9%)
Lyra	6,888,557	7,217,415 (15.0%)
Beedie	6,348,605	6,652,166 (13.8%)
Eyal Ofir	103,000	128,000 (0.3%)
Shawn Wilson	1,727,393	1,736,088 (3.6%)

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

See item (d)(i) above.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Resolution passed by the board of directors of the Company on July 18, 2025 (with each of the following directors abstaining from voting as to their interest: Timothy Howley for Pelacanus, Milan Roy for Lyra, Eyal Ofir and Shawn Wilson). No special committee was established in connection with the Private Placement.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

(i) that has been made in the 24 months before the date of the material change report:

Not applicable.

(ii) the existence of which is known, after reasonable enquiry, to the issuer or to any director or senior officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

Other than the subscription agreements entered into with each of Pelacanus, Lyra, Beedie, Eyal Ofir and Shawn Wilson, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Private Placement. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Private Placement.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions:

As per item 5.1 above, the participations of the Company's three largest shareholders, Pelacanus, Lyra and Beedie, as well as Eyal Ofir, a director of the Company, and Shawn Wilson, CEO of the Company, in the Private Placement constitutes a related party transaction under MI 61- 101. The Company is relying on the exemptions from the valuation requirement and the minority approval requirement set out in subsections 5.5(a) *Fair Market Value Not More than 25% of Market Capitalization* and 5.7(1)(a) *Fair Market Value not More than 25% of Market Capitalization*, of MI 61-101, respectively. The insiders' participations in the Private Placements were approved by the disinterested directors of the Company.

The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Private Placement, as details of the Private Placement were not finalized until August 1, 2025, being the closing date.

The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

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 was omitted.

Item 8: Executive Officer

Shawn Wilson, CEO
shawnwilson@builddirect.com

BuildDrect Investor Relations
ir@builddirect.com

Item 9: Date of Report

August 5, 2025