PRESS RELEASE **FOR IMMEDIATE RELEASE**

PREDICTIV AI ANNOUNCES SIGNING OF LETTER OF INTENT TO ACQUIRE SHIFT TECHNOLOGIES AND HOUSESTACK HOLDINGS

Toronto, Canada, August 8, 2024 – **Predictiv AI Inc.** (**TSXV NEX: PAI.H; OTC: INOTF; FSE: 71TA**) ("**Predictiv AI**", "**PAI**" or the "**Company**"), www.predictiv.ai, announces that it has entered into a letter of intent (the **"LOI"**) dated August 2, 2024 to acquire all issued and outstanding shares of Shift Technologies Canada Inc. (**"Shift"**) and HouseStack Holdings Inc. **("HouseStack"**), both private companies which are each 83% owned by Suman Pushparajah (**"Pushparajah"**).

The LOI outlines the principal terms and conditions of a business combination by way of a share exchange, amalgamation, or other similar form of transaction (the **"Proposed Transaction**"), which will result in Shift and HouseStack becoming wholly-owned subsidiaries of Predictiv AI, or otherwise combining their corporate existence with a wholly-owned subsidiary of Predictiv AI.

Predictiv AI intends for the Proposed Transaction to constitute a Reverse-Takeover Transaction pursuant to the policies of the TSX Venture Exchange (the **"TXSV**"). The trading in the common shares of Predictiv AI (**"PAI Shares**") will remain halted pursuant to the policies of the TSXV. It is anticipated that trading will remain halted until the completion of the Proposed Transaction. It is anticipated that the reporting issuer resulting from the Proposed Transaction (the **"Resulting Issuer"**) will qualify as a Tier 2 Technology Issuer pursuant to the requirements of the TSXV. Unless otherwise indicated, any capitalized term contained in this news release that is not defined herein has the meaning ascribed to such term in the policies of the TSXV.

Proposed Transaction Summary

Predictiv AI will acquire all issued and outstanding shares in the capital of both Shift and HouseStack (the **"Target Shares"**) in exchange for 70% of Predictiv AI's total and outstanding common shares immediately prior to the closing of the Proposed Transaction. Based on the number of PAI Shares currently issued and outstanding of 128,500,616, it is expected that the holders of Target Shares will be issued approximately 300,000,000 PAI Shares (on a pre-Consolidation basis, as discussed below).

In addition to the issuance of PAI Shares, on closing of the Proposed Transaction, Pushparajah will receive (i) a cash payment of $250,000, and (ii) a promissory note (the **"Note"**) issued by the Resulting Issuer with a principal amount of $250,000, accruing interest at an annual rate of 6%. Pushparajah shall have the option to convert the principal amount of the Note into PAI Shares at the issue price of the PAI Shares under the equity financing (the **"Financing"**) completed concurrent with completion of the Proposed Transaction (as described below); or receive cash repayment under the Note once the Resulting Issuer achieves positive cash flow for at least two consecutive financial years.

As per the LOI, a condition of closing the Proposed Transaction, Predictiv AI will complete the Financing in an amount that is sufficient to meet the initial listing requirements of the TSXV, at a price to be determined in the context of the market.

Immediately prior to the closing of the Proposed Transaction, and subject to Predictiv AI shareholder approval and TSXV approval, it is anticipated that Predictiv AI will undertake a share consolidation on the basis of one (1) post-consolidation common share for up to 6 pre-consolidation common shares (the **"Consolidation"**).

Closing of the Proposed Transaction will be subject to a number of conditions precedent including, without limitation:

(a) receipt of all required regulatory, corporate and third-party approvals, including TSXV approval, and compliance with all applicable regulatory requirements and conditions necessary to complete the Proposed Transaction;

(b) completion of satisfactory results from due diligence investigations for each of the parties;

(c) completion of the Financing; and

(d) other mutual conditions precedent customary for a transaction such as the Proposed Transaction.

The Proposed Transaction is not a Related Party Transaction under TSXV Policy 5.2, and it is not expected that the Proposed Transaction will be subject to approval by PAI's shareholders. There are no Non-Arm's Length Parties of PAI that are Insiders, officers or shareholders of Shift or HouseStack.

About Shift Technologies Canada Inc.: AI-Driven All-In-One Fleet Management Platform

Shift Technologies Canada Inc. ("**Shift**") has developed an AI-driven all-in-one fleet management platform to enable businesses to efficiently manage their fleet operations, providing advanced features such as real-time tracking, predictive maintenance, intelligent route planning, AI inspections and more. Shift simplifies fleet management, allowing businesses to focus on their core operations while handling the rest.

Key Features of Shift:

- **Predictive Maintenance**: Leveraging data from sensors and historical performance, Shift's predictive maintenance capabilities forecast potential vehicle issues, allowing for proactive maintenance. This reduces downtime and maintenance costs, extending the overall lifespan of fleet vehicles.
- **AI Inspections**: Through photo analysis, AI algorithms automatically detect damages and assess vehicle condition, streamlining the inspection process and providing accurate, real-time insights, expanding into video analysis.
- **Real-Time Tracking and Route Optimization**: Provides complete visibility into fleet activities, enabling operators to monitor vehicles, intelligent route planning and ensure efficient dispatching. This results in significant time and fuel savings, enhancing overall productivity.

- **AI Dashcam**: Provide real-time driver monitoring, incident detection, and instant alerts, helping deter theft and unauthorized usage while ensuring comprehensive safety measures.
- **Seamless Integration with IoT Devices**: Shift seamlessly integrates with Internet of Things (IoT) devices, enhancing overall connectivity and providing real-time data from sensors monitoring fuel, tire pressure, engine health, and more.

For more information, visit www.shiftfleet.ai

About HouseStack Holdings Inc.: Real Estate Intelligence Platform

HouseStack Holdings Inc. ("HouseStack") is a comprehensive real estate intelligence platform that provides AI-powered solutions for real estate professionals. HouseStack products equip users with data-driven insights and advanced technology to make informed decisions.

Key Products include:

- **HouseFax:** An AI-powered property analysis tool that delivers real-time, accurate property valuations and detailed reports. HouseFax provides invaluable insights for real estate investors, buyers, sellers, agents, banks, and mortgage lenders, ensuring informed decisions through 1 billion data points and over 30 years of historical data.
- **HouseFax Appraiser Pro:** Designed for appraisers, this solution streamlines the appraisal process with automated report generation leveraging automated data entry and analysis tools to reduce manual effort and improve accuracy in appraisals. This software is currently in development.
- **HouseStack AI Brokerage:** HouseStack Realty is an AI-driven brokerage combining cutting-edge technology with expert guidance to help clients navigate buying, selling, and evaluating real estate transactions.
- **Propsize AI :** This proprietary solution uses advanced AI techniques to provide precise property measurements and features for residential properties nationwide.
- **LiLA AI Assistant:** A first-of-its-kind generative AI assistant providing instant answers on all things real estate, powered by our massive 11+ million nationwide property dataset and industry-leading analytics. This product is currently in beta development.

For more information, visit www.housestack.ai

Foni.ai – AI-Powered Conversational Voice Agent

Foni.ai enhances customer service for small business through its AI-powered conversational voice agent. Thhis intelligent assistant efficiently facilitates personalized customer interactions, including answering calls, making outbound calls, and scheduling appointments. Foni.ai is in use by small businesses and generating revenue. Businesses using Foni.ai reported significant improvement in customer satisfaction and operational efficiency with lower costs with the implementation of AI agents for repetitive tasks. For more information, visit www.foni.ai.

Marketing Opportunity for AI Agents Adoption Amoong Small Business

The adoption of AI agents among small business represents a significant growth opportunity. AI agents, including chatbots and conversational voice agents, offer numerous benefits such as improved customer service, operational efficiency, and cost savings.

Sponsorship for the Proposed Transaction

Sponsorship for the Proposed Transaction is required by the TSXV, unless exempt in accordance with TSXV policies. The Company expects to apply for an exemption for sponsorship.

Filing Statement

In connection with the Proposed Transaction and pursuant to the requirements of the TSXV, the Company intends to file on SEDAR+ (www.sedarplus.ca) a filing statement which will contain details regarding the Proposed Transaction, the Company, Shift, HS and the Resulting Issuer.

Further Information

The Company intends to issue a subsequent news release in accordance with the policies of the TSXV providing further details in respect of the Proposed Transaction, including information relating to the transaction structure, the definitive agreement, descriptions of the proposed Principals and Insiders of the Resulting Issuer, as well as the Financing. In addition, a summary of Shift's and HouseStack's financial information will be included in a subsequent news release.

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About Predictiv AI Inc.

Predictiv AI Inc. **("Predictiv AI"** or **"PAI"**) www.predictiv.ai is a technology company which helps businesses and organizations make smarter decisions using advanced artificial intelligence, deep machine learning and data science techniques. Its Weather Telematics Inc. subsidiary has used patented air quality monitoring sensors to provide predictive weather risk information to the insurance, logistics, fleet management and public safety sectors. The Company's R&D division, AI Labs Inc., has developed new proucts that solve real-world business problems.

About AI Labs Inc.:

AI Labs Inc. ("AI Labs") is a wholly-owned subsidiary of Predictiv AI and has been dedicated to incubating and advancing cutting-edge AI technology. AI Labs has focused on developing innovative solutions that address real-world business challenges across various industries. AI

Labs' commitment to research and development ensures that Predictiv AI will remain at the forefront of AI advancements.

Cautionary Note

Completion of the transaction is subject to a number of conditions, including but not limited to, TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the transaction, any information released or received with respect to the transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSXV has in no way passed upon the merits of the proposed transaction and has neither approved nor disapproved the contents of this press release.

Cautionary Statement Regarding Forward-Looking Information

This news release contains certain forward-looking statements, including statements relating to the Proposed Transaction and certain terms and conditions thereof, the ability of the parties to enter into a definitive agreement and complete the Proposed Transaction, the Consolidation, the Name Change, the Resulting Issuer's ability to qualify as a Tier 2 Technology issuer, the TSXV sponsorship requirements, shareholder, director and regulatory approvals, obtaining TSXV approval, completion of the Financing, the duration of the halt in respect of the PAI Shares, planned future press releases and disclosure, and other statements that are not historical facts. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements. These risks and uncertainties include, but are not limited to the financial markets generally, the results of the due diligence investigations to be conducted in connection with the Proposed Transaction, the ability of the Company to complete the Proposed Transaction or obtain requisite TSXV acceptance and, if applicable, shareholder approvals. As a result, the Company cannot guarantee that the Proposed Transaction will be completed on the terms described herein or at all. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this press release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.