Predictiv Ai

PRESS RELEASE **FOR IMMEDIATE RELEASE**

PREDICTIV AI ANNOUNCES FINANCING TERMS FOR THE SHIFT TECHNOLOGIES AND HOUSESTACK HOLDINGS TRANSACTION

Toronto, Canada, October 2, 2024 – **Predictiv AI Inc.** (**TSXV NEX: PAI.H; OTC: INOTF; FSE: 71TA**) ("**Predictiv AI**", "**PAI**" or the "**Company**"), www.predictiv.ai, announces additional details of its proposed financing of up to $1,500,000 pursuant to the previously announced reverse takeover transaction (the "**RTO**") with Shift Technologies Canada Inc. ("**Shift**") and HouseStack Holdings Inc. ("**HouseStack**").

Immediately prior to the closing of the RTO, and subject to Predictiv AI shareholder and TSX Venture Exchange ("**TSXV**") approval, it is anticipated that the Company will undertake a share consolidation on the basis of one (1) post-consolidation common share for five and half (5.5) pre-consolidation common shares (the "**Consolidation**").

The financing (the "**RTO Financing**") is expected to be completed via a non-brokered private placement financing. The proceeds from the RTO Financing will be used to fund the following: (i) $250,000 cash component (the "**Cash Consideration**") payable to the vendors to complete the acquisition of Shift and HouseStack; (ii) final phase of development of the HouseStack real estate intelligence platform and the CloudREP AI-powered conversational voice agent; (iii) commercial launch, sales and marketing of Shift Technologies AI-driven fleet management platform; and (iv) for working capital and general corporate purposes.

Private Placement Financing & Timing

The RTO Financing will be completed through the issuance of subscription receipts at a price of $0.10 per subscription receipt (the "**Subscription Receipts**"). The funds from the Subscription Receipts will be held in escrow until the closing of the RTO and the satisfaction of certain escrow release conditions (collectively, the "**Release Conditions**"). Each Subscription Receipt, upon satisfaction of the Release Conditions, will automatically convert into one (1) post-Consolidated common share of the Company and one half (1/2) of one (1) non-transferable share purchase warrant (a "**Warrant**"), subject to adjustment in certain events.

Each Warrant will entitle the holder thereof to purchase one post-Consolidated common share at an exercise price of $0.15 per share for a period of 12 months from the closing date of the RTO, provided that, if, following four months and a day after the closing date of the RTO, the volume weighted average price of the common shares on the TSXV is equal to or greater than $0.30 for any 10 consecutive trading days, Predictiv AI may, upon providing written notice to the holders of Warrants, accelerate the expiry date of the Warrants to the date that is 30 days following the date of such written notice.

The RTO Financing will be conducted on a non-brokered private placement basis and finder's fees may be paid on all or a portion of the RTO Financing.

Closing of the RTO Financing is anticipated to occur in or around November 29, 2024, or such other date as may be determined by the Company.

The RTO Financing remains subject to acceptance by the TSXV.

Trading in the common shares of Predictiv AI has been halted since the initial announcement of the RTO in August 2024. It is anticipated that trading in the common shares of the Company will resume after the completion of RTO.

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 RTO, including information relating to the transaction structure, the definitive agreement, descriptions of the proposed Principals and Insiders of the Resulting Issuer. In addition, a summary of Shift's and HouseStack's financial information will be included in a subsequent news release.

Facebook: *https://www.facebook.com/PredictivAI/*
Twitter: *https://twitter.com/predictivai*
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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 products that solve real-world business problems.

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.

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.

For more information, visit www.housestack.ai

CloudRep : AI-Powered Conversational Voice Agent

CloudRep enhances customer service for small business through its AI-powered conversational voice agent. This intelligent assistant efficiently facilitates personalized customer interactions, including answering calls, making outbound calls, and scheduling appointments. CloudRep is in use by small businesses and generating revenue. Businesses using CloudRep 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.cloudrep.ai.

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

This news release does not constitute an offer to sell and is not a solicitation of an offer to buy any securities in the United States. The securities of the Company have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to "U.S. Persons" (as defined in the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from such registration.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This press release contains forward-looking information within the meaning of Canadian securities laws. Such information includes, without limitation, information regarding the terms of the RTO Financing and the timing of completion of the RTO. Although the Company believes that such information is reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking information is typically identified by words such as: "believe", "expect", "anticipate", "intend", "estimate", "postulate" and similar expressions, or are those, which, by their nature, refer to future events. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward looking information as a result of various factors, including, but not limited to: the Company's ability to complete the RTO; delays involved in completing the RTO; the Company's ability to complete, or delays in completing, the RTO Financing; the Company's ability to receive TSXV approval for the RTO Financing; the state of the financial markets for the Company's securities; the Company's ability to raise the necessary capital or to be fully able to implement its business strategies; and other risks and factors that the Company is unaware of at this time. The forward-looking statements contained in this press release are made as of the date of this press release. the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The securities referred to in this press release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements.