Predictiv Ai

PRESS RELEASE FOR IMMEDIATE RELEASE

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

Toronto, Canada, March 18, 2025 – **Predictiv AI Inc.** (**TSXV NEX: PAI.H; OTC: INOTF; FSE: 71TA**) (“**Predictiv AI**”, "**PAI**" or the “**Company**”) announces that further to the news releases of August 8, 2024 , October 2, 2024 and February 14, 2025 , it has entered into an amended letter of intent (the "**LOI**") to acquire all issued and outstanding shares of Shift Technologies Canada Inc. (“**Shift**”) and HouseStack Holdings Inc. (“**HouseStack**”). 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 the Company.

Predictiv AI intends for the Proposed Transaction to constitute a reverse-takeover transaction pursuant to the policies of the TSX Venture Exchange (the "**TSXV**"). 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 82.5% (previously 70%) of the PAI Shares immediately prior to the closing of the Proposed Transaction (but not including the Financing described below). In connection with the closing of the Proposed Transaction, the Company expects to consolidate the PAI Shares on a ratio of 1 new share for each 12.5 old shares (the "**Consolidation**"). Based on the number of PAI Shares currently issued and outstanding of 128,500,616, it is expected that the Company will have approximately 10,280,049 post-Consolidation PAI Shares outstanding immediately prior to closing of the Proposed Transaction, resulting in the Company issuing approximately 63,000,000 PAI Shares post-Consolidation basis) to the shareholders of Shift and HouseStack on closing of the Proposed Transaction.

In addition to the issuance of PAI Shares, on closing of the Proposed Transaction, Suman Pushparajah ("**Pushparajah**") will receive (i) a cash payment of $250,000; (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 12%, and repayable upon the Resulting Issuer achieving positive cash flow for two consecutive years. Pushparajah shall have the option to convert the principal amount of the Note into PAI Shares at the issue price under the Financing (as described below); and iii) any additional funds beyond the above $500,000 advanced by way of a loan from the Pushparajah into Shift and/or HS shall be converted into PAI Shares at the issue price under the Financing.

Private Placement Financing & Timing

As part of the Proposed Transaction, Predictiv AI will complete an equity financing (the "**Financing**") for gross proceeds of up to $1,750,000 through the issuance of subscription receipts (the "**Subscription Receipts**") at a price of $0.10 per Subscription Receipt. The funds from the Subscription Receipts will be held in escrow until the closing of the Proposed Transaction 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 PAI Share and one half (1/2) of one (1) transferable share purchase warrant (a "**Warrant**"), subject to adjustment in certain events. Each Warrant will entitle the holder thereof to purchase one post-Consolidated PAI Share at an exercise price of $0.15 per share for a period of 12 months from the closing date of the Proposed Transaction, provided that, if, following four months and a day after the closing date of the Proposed Transaction, 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 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 Financing. Closing of the Financing is anticipated to occur on or around April 30, 2025, or such other date as may be determined by the Company. The Financing remains subject to acceptance by the TSXV.

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 Fleet & Asset Management Platform***

SHIFT is an AI-powered fleet and asset management platform designed to optimize vehicle operations, access real-time asset tracking, reduce downtime, and enhance workforce productivity across multiple industries. By leveraging real-time data, predictive analytics, and AI automation, SHIFT provides enterprise businesses and government entities with a comprehensive solution to manage fleets and assets efficiently.

Key Features of SHIFT:

- Real-Time Asset Tracking – Monitor movement and utilization of fleet and assets with live updates.
- AI-Powered Inspections – Automated damage detection and compliance checks across all assets.
- Driver & Operator Behavior Monitoring – AI-driven insights into performance, safety, and efficiency.
- AI Dashcams & Assistance – Real-time video analysis, alerts, and risk mitigation.
- Intelligent Routing & Automation – AI-enhanced route planning, dispatch, and data-driven optimization.
- Work Order Management & Optimization – AI-powered work order scheduling, compliance tracking, and operational efficiency.
- Predictive Maintenance – AI-driven analytics to reduce downtime and optimize maintenance cycles.

Learn more at www.shiftfleet.ai

About CloudRep: *AI Agent Workforce for Business Automation*

CloudRep is transforming workforce automation with AI-powered voice and text agents designed to enhance productivity, streamline operations, and optimize business workflows. Our AI agents integrate seamlessly with enterprise data, enabling businesses to automate complex tasks while improving efficiency and customer engagement. CloudRep offers both AI Voice Agents and AI Chatbots, delivering intelligent automation for customer interactions, call management, and enterprise workflows.

Key Features of CloudRep:

- AI Agent Creation – Train AI agents using company documents, industry regulations, and structured data.
- Call Management – Automate inbound/outbound calls, handle customer inquiries, and streamline workflows.
- Automated Notifications & Transfers – Send SMS/email follow-ups and enable seamless call transfers.
- Calendar & Appointment Scheduling – AI-powered scheduling, rescheduling, and event coordination.
- CRM & ERP Integration – Embed AI agents into enterprise applications for data-driven automation.

Learn more at www.cloudrep.ai

About HouseStack Holdings Inc.: *Real Estate Intelligence Platform*

HouseStack is transforming the real estate industry with Real Estate Intelligence Platform which includes AI-driven Automated Valuation Models (AVM) and a next-generation digital brokerage platform. By leveraging advanced machine learning and big data analytics, HouseStack empowers buyers, sellers, and real estate professionals with instant property valuations, predictive market insights, and a seamless digital transaction experience.

Key Features of HouseStack:

- HouseFax - Instant, data-driven property valuations for accurate pricing.
- Market Intelligence & Predictive Analytics – AI-driven insights into pricing trends, market shifts, and investment opportunities.
- LiLA Conversational AI Chatbot – AI-powered chatbot to help users search, compare, and analyze real estate listings.

Learn more at www.housestack.ai

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 has helped businesses and organizations make smarter decisions using advanced artificial intelligence, deep machine learning and data science techniques. The Company's R&D division, AI Labs Inc., a wholly-owned subsidiary of PAI, has developed new products that solve real-world business problems.

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.