Form 51-102F3
MATERIAL CHANGE REPORT

ITEM 1 Name and Address of Company

Innovotech Inc. (the “Company”)
Suite C203, 2011 - 94 Street NW
Edmonton, AB T6N 1H1

ITEM 2 Date of Material Change

January 1, 2026

ITEM 3 News Release

News Release dated January 2, 2026 was issued and disseminated on January 2, 2026 through the services of The NewsWire and filed that same date on SEDAR+.

ITEM 4 Summary of Material Change

Innovotech Inc. announced the successful completion of a horizontal short-form amalgamation (the "Amalgamation") with the Company's two wholly-owned subsidiaries Innovotech Labs Corporation and Keystone Labs Inc. Pursuant to the Amalgamation, the resulting amalgamated company will continue under the name Innovotech Labs Corporation while maintaining the same articles, directors and officers as prior to the completion of the amalgamation.

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ITEM 5 Full Description of Material Change

The material change is fully described in the news release attached as Schedule “A”.

ITEM 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

None

ITEM 7 Omitted Information

Not Applicable

ITEM 8 Executive Officer

Craig Milne
President
Telephone: 780-424-0941

ITEM 9 Date of Report

January 5, 2026

SCHEDULE “A”

Innovotech Inc. Announces Amalgamation of Subsidiaries to Streamline Operations

News Release
January 2, 2026

Innovotech Inc. Announces Amalgamation of Subsidiaries to Streamline Operations

Edmonton, Alberta – Innovotech Inc. (TSXV: IOT or the "Company") is pleased to announce that effective January 1, 2026, it has completed a horizontal short-form amalgamation pursuant to the Business Corporations Act (Alberta) whereby the Company's two wholly-owned subsidiaries Innovotech Labs Corporation and Keystone Labs Inc. have been amalgamated with the resulting amalgamated company continuing on as Innovotech Labs Corporation while maintaining the same articles, directors and officers as prior to the completion of the amalgamation.

By consolidating laboratory operations under the one entity of Innovotech Labs Corporation, the Company expects to streamline processes, reduce duplication and present an integrated and easier-to-navigate suite of laboratory services to its clients. The amalgamation also simplifies the Company's operating structure and reduces administrative and reporting complexity as the Company grows. The timing of the amalgamation reflects management's assessment that the two laboratory businesses are operationally ready for consolidation and aligns with the start of the Company's fiscal year for accounting and reporting purposes.

"This amalgamation brings together the complementary expertise and resources of both laboratories to create a more agile and integrated organization," said Craig Milne, Chief Executive Officer of Innovotech Inc. "By operating as a single laboratory business, we are better positioned to serve clients efficiently, scale our services, drive innovation and pursue future growth."

The newly amalgamated Innovotech Labs Corporation will continue to operate under its high standards of quality and regulatory compliance, ensuring a seamless transition for clients and partners.

About Innovotech:
Innovotech Inc. is a Canadian boutique contract research organization specializing in advanced laboratory services and commercializing proprietary technologies. The Company provides expertise in antimicrobial testing, pharmaceutical analysis, and industrial laboratory solutions, supported by innovative methodologies and and products. Innovotech Inc. serves clients across multiple sectors, delivering customized research and testing services designed to meet rigorous regulatory and scientific standards. Learn more at https://www.innovotech.ca.

Craig Milne, CEO **Innovotech Inc.**
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This document may contain forward-looking statements that are predictive in nature and subject to risks and uncertainties that cannot be predicted or quantified; consequently, actual results may differ materially from past results and those expressed or implied by any forward-looking statements. Factors that could cause or contribute to such risks or uncertainties include, but are not limited to: the regulatory environment including the difficulty of predicting regulatory outcomes; changes in the value of the Canadian dollar; the Company's reliance on a small number of customers including government organizations; fluctuations in operating results; government policies or actions; progress and cost of clinical trials; reliance on key strategic relationships; uncertainty related to intellectual property protection and potential costs associated with its defense; the Company's exposure to lawsuits and other matters beyond the control of management. Should known or unknown risks or uncertainties materialize, or should management's assumptions prove inaccurate, actual results could vary materially from those anticipated. The Company undertakes no obligation to publicly make or update any forward-looking statements, except as required by applicable law.

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