Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to common shares (each, a "**Common Share**") in the capital of SATO Technologies Corp. (the "**Issuer**").

The address of the head office of the Issuer is:

66 Wellington St. West, Suite 5300
Toronto, Ontario, M5K 1E6

1.2 **State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.**

Not applicable. The issuance of CD Units (as defined below) did not take place through the facilities of any stock market and were issued on a private placement basis.

Item 2 – Identity of the acquiror.

2.1 **State the name and address of the acquiror.**

Romain Nouzareth (the "**Acquiror**")
169 Mercer St Floor 2
Manhattan, NY 10012

2.2 **State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.**

On March 16, 2026, the Acquiror acquired 340 convertible debenture units (each, a "**CD Unit**") of the Issuer at a principal amount of $1,000 per CD Unit pursuant to a non-brokered private placement. Each CD Unit consists of one unsecured convertible debenture (each, a "**Debenture**") and detachable common share purchase warrants (each, a "**Warran**t"). The Debentures bear interest at 15% per annum, mature on March 16, 2029, and are convertible into Common Shares at prices of $0.085 per share for the first year and $0.10 per share thereafter. Each Warrant entitles the holder to purchase one Common Share at an exercise price of $0.10 until March 16, 2029.

2.3 **State the names of any joint actors.**

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 **State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's security holding percentage in the class of securities.**

Pursuant to the transaction, the Acquiror acquired 340 CD Units.

The Acquiror previously filed an early warning report dated September 9, 2021, at which point in time, the Acquiror, directly and indirectly, exercised control over 11,079,552 Common Shares, representing approximately 17.39% of the issued and outstanding Common Shares on an undiluted basis.

Following the acquisition of the CD Units, the Acquiror owned or exercised directly and indirectly control or direction over 20,731,620 common shares, representing approximately 25.26% of the issued and outstanding common shares of the Company on a fully diluted basis

3.2 **State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.**

The Acquiror acquired ownership of the securities that triggered the requirement to file this report and exercises control or direction over such securities directly.

3.3 **If the transaction involved a securities lending arrangement, state that fact.**

Not applicable.

3.4 **State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.**

See item 3.1 above.

3.5 **State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which**

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1 above.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 **If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Other than the Warrants acquired as part of the CD Units, the Acquiror does not have any interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities to which this report relates.

3.7 **If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.

Other than customary ownership limitations contained in the terms of the certificates representing the Debentures and the Warrants, the Acquiror is not a party to any agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the Acquiror's economic exposure to the Common Shares.

Item 4 – Consideration Paid

4.1 **State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

The CD Units were issued at a price of $1,000 per CD Unit for aggregate consideration of $340,000, all of which was paid in cash, pursuant to a non-brokered private placement of the Issuer.

4.2 **In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

The consideration paid by the Acquiror consisted of a cash payment of $1,000 per CD Unit for aggregate consideration of $340,000 in connection with a non-brokered private placement.

4.3 **If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer.

The Acquiror acquired the CD Units pursuant to the a non-brokered private placement of CD Units. The Acquiror holds securities of the Issuer for investment purposes. The Acquiror currently does not have any plan to acquire or dispose of additional securities of the Issuer. However, the Acquiror may acquire additional securities of the Issuer, dispose of some or all of the existing or additional securities he holds or will hold, or may continue to hold his current position, depending on market conditions, reformulation of plans or other relevant factors.

Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

(a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;

(b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;

(c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;

(d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;

(e) a material change in the present capitalization or dividend policy of the reporting issuer;

(f) a material change in the reporting issuer's business or corporate structure;

(g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;

(h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;

(i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;

(j) a solicitation of proxies from securityholders;

(k) an action similar to any of those enumerated above.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not applicable.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent's best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED as of the 18th day of March, 2026.

"Romain Nouzareth"

Romain Nouzareth [redacted]