Form 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

INEO Tech Corp. (the "**Company**")
301 - 19055 54 Avenue
Surrey, BC V3S 4R1

Item 2 Date of Material Change

June 16, 2026

Item 3 News Release

The Company disseminated news releases dated May 4, 2026, May 28, 2026, June 2, 2026 and June 16, 2026 and copies were subsequently filed on SEDAR+.

Item 4 Summary of Material Change

On June 2, 2026, the Company effected a share consolidation on a 10:1 basis. On June 16, 2026, the Company closed its previously announced non-brokered private placement of 15,000,000 common shares for gross proceeds of $1,500,000 and the Company also issued an aggregate of 4,578,880 common shares in the capital of the Company at a deemed price of $0.10 per share to settle $457,888 in debt owed to certain creditors.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

<u>Share Consolidation</u>

The Company received approval from the TSX Venture Exchange (the "**Exchange**") to consolidate the common shares in the capital of the Company (the "**Shares**") on the basis of ten (10) pre-consolidation Shares for every one (1) post-consolidation Share (the "**Consolidation**").

The Company's post Consolidation Shares began trading on the Exchange on or about June 5, 2026. The Company's name and stock symbol remained unchanged following the Consolidation. The new CUSIP number is 45674Q409 and the new ISIN is CA45674Q4097 for the Consolidation Shares. Prior to the Consolidation, the Company had 324,691,368 Shares issued and outstanding, and following the Consolidation, the Company had approximately 32,469,136 Shares issued and outstanding.

No fractional Shares were issued as a result of the Consolidation. Any fractional share remaining after the Consolidation that is less than one-half of a share were cancelled and any fractional share that is at least one-half of a share were rounded up to one whole share.

Registered shareholders holding shares through the direct registration system and beneficial shareholders holding shares through a broker, investment dealer, bank, trust company or other intermediary will generally have their positions adjusted automatically to reflect the Consolidation in accordance with the procedures of Odyssey Trust Company or their intermediary, as applicable. Registered shareholders holding physical share certificates will receive a letter of transmittal from the Company's transfer agent, Odyssey Trust Company, with instructions for exchanging their existing certificates representing pre-Consolidation Shares for new certificates or DRS advices representing post-Consolidation Shares.

Private Placement

The Company has closed its previously announced non-brokered private placement of Shares (the "**Share Offering**"), issuing 15,000,000 Shares, at a price of CAD $0.10 per Share for gross proceeds of CAD $1,500,000.

The Company expects to use the proceeds from the Share Offering for working capital, inventory purchases, production requirements, customer deployment costs and general corporate purposes.

The Shares issued are subject to a statutory hold period of four months and one day from the date of issuance in accordance with applicable securities laws.

In connection with the Share Offering, the Company paid finder's fees to eligible finders consisting of 120,000 Share purchase warrants (the "**Finder Warrants**") and $12,000 in cash. Each Finder Warrant entitles the holder to acquire one Share at a price of $0.10 per Share for a period of 24 months from the closing date of the Share Offering, all in accordance with the policies of the Exchange.

An insider of the Company purchased 3,894,430 Shares in the Share Offering maintaining the insider's interest in the Company at approximately 19.9%. Such transaction constitutes a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 for the transaction pursuant to sections 5.5(a) and 5.7(1)(a) thereof, as the fair market value of the Shares subscribed for in the Share Offering does not exceed 25% of the Company's market capitalization.

Debt Settlement

The Company issued an aggregate of 4,578,880 Shares in the capital of the Company (the "**Debt Shares**") at a deemed price of $0.10 per Debt Share to settle $457,888 in debt (the "**Debt**") owed to certain creditors (the "**Debt Settlement**"). Each of the Debt Shares is subject to a statutory four month and one day hold period in accordance with applicable Canadian securities laws.

1,166,000 Debt Shares were issued to an insider as part of the Debt Settlement. Such transaction constitutes a "related party transaction" under MI 61-101. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 for the transaction pursuant to sections 5.5(a) and 5.7(1)(a) thereof, as the fair market value of the Shares issued to insiders in the Debt Settlement does not exceed 25% of the Company's market capitalization.

Related Party Disclosure

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101:

(a) **a description of the transaction and its material terms**:

See item 5.1 above.

(b) **the purpose and business reasons for the transaction**:

See item 5.1 above.

(c) **the anticipated effect of the transaction on the issuer's business and affairs**:

See item 5.1 above.

(d) **a description of**:

(i) **the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties**:

David Wambeke

Prior to the completion of the Share Offering, David Wambeke, held 6,480,000 Shares representing approximately 19.95% of the issued and outstanding Shares of the Company on an undiluted basis.

Pursuant to the Share Offering, David Wambeke acquired 3,894,430 Shares. After completion of the Share Offering and the Debt Settlement, the number of Shares beneficially owned or controlled by David Wambeke is 10,374,430 Shares, representing 19.93% of the Company's securities on an undiluted basis.

Saacha Vantyler

Prior to the completion of the Debt Settlement, Saacha Vantyler, held 59,578 Shares representing approximately 0.18% of the issued and outstanding Shares of the Company.

Pursuant to the Debt Settlement, Saacha Vantyler acquired 1,166,000 Shares. After completion of the Debt Settlement, the number of Shares beneficially owned or controlled by Saacha Vantyler is 1,225,578 Shares, representing 2.35% of the Company's securities on an undiluted basis.

(ii) **the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:**

See item (d)(i) above.

(e) unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:

Resolution passed by the board of directors of the Company. No special committee was established in connection with the transaction.

(f) a summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:

Not applicable.

(g) disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:

i. that has been made in the 24 months before the date of the material change report:

Not applicable.

ii. the existence of which is known, after reasonable enquiry, to the issuer or to any director or senior officer of the issuer:

Not applicable.

(h) the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:

Other than the subscription agreements entered into with David Wambeke, and the debt settlement agreement entered into with Saacha Vantyler, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Share Offering and Debt Settlement. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Share Offering and Debt Settlement.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101, respectively, and the facts supporting reliance on the exemptions:

The participation of David Wambeke and Saacha Vantyler constitute related party transactions under MI 61-101. The Company is relying on the exemptions from the valuation requirement and the minority approval requirement set out in subsections 5.5(a) Fair Market Value Not More than 25% of Market Capitalization and 5.7(1)(a) Fair Market Value not more than 25% of Market Capitalization, of MI 61-101, respectively.

The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Share Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the Share Offering and complete the Share Offering in an expeditious manner. The Company did announce the Share Offering 21 days before closing.

The Company will send a copy of this material change report to any security holder of the Company upon request and without charge.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Kyle Hall: Chief Executive Officer
Email: investor@ineosolutionsinc.com
Phone: 604-244-1895

Item 9 Date of Report

June 18, 2026

Forward-Looking Statements

Certain statements in this material change report may contain forward-looking information (within the meaning of Canadian securities legislation), including, without limitation, the intended use of proceeds from the Share Offering and issuance of securities in connection therewith. These statements address future events and conditions and, as such, involve known and unknown risks, uncertainties, and other factors, which may cause the actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the statements. Forward-looking statements speak only as of the date those statements are made. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include regulatory actions, market prices, and continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from *those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable law, the Company assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained or incorporated by reference herein to reflect actual results, future events or developments, changes in assumptions, or changes in other factors affecting the forward-looking statements. If the Company updates any forward-looking statement(s), no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements.*