

MATERIAL CHANGE REPORT UNDER SECTION 85(1) OF THE ACT

Item 1. Reporting Issuer

Frequency Exchange Corp. (the “**Company**”)
1498 West 5th Avenue
Vancouver, BC V6H 4G3

Item 2. Date of Material Change

July 31, 2026

Item 3. News Release

News release dated July 31, 2026 was disseminated and subsequently filed on SEDAR+ and through the facilities of Stockwatch.

Item 4. Summary of Material Change

Frequency Exchange Corp. announces a non-brokered private placement for gross proceeds of up to C\$2,000,000. The Company also announced that it has retained Red Cloud Securities Inc to provide market liquidity services.

Item 5. Full Description of Material Change

See attached press release.

Item 6. Reliance on Section 85(2) of the Act

N/A

Item 7. Omitted Information

None

Item 8. Senior Officers

The following senior officers of the Issuer are knowledgeable about the material change and may be contacted by the Commission at the address and telephone number:

Stephen Davis
President & CEO
(250) 732-7170

Hari Varshney
Director
(604) 684-2181

The foregoing accurately discloses the material change referred to herein.

Dated this 31st Day of July, 2026

"Hari Varshney"

Hari Varshney

Name

Director

Position / Title

Vancouver, B.C.

Place of Declaration

Frequency Exchange Enters Commercial Growth Phase as Global Expansion Gains Momentum

VANCOUVER, BRITISH COLUMBIA, July 31, 2026 – Frequency Exchange Corp. (TSXV: FREQ) (OTCQB: FRECF) (FSE: YC6) ("Frequency Exchange" or the "Company") is pleased to provide an update on its accelerating commercial growth as it expands operations across the **United Arab Emirates, the United States, and Canada**, while announcing a proposed financing to support this next phase of expansion.

After several years of technology development, clinical experience, and strategic partnerships, the Company has entered the commercialization stage of its flagship wearable wellness platform, **NIKKI**.

Unlike traditional wearables that monitor health, **NIKKI delivers proprietary EMF-free frequency wellness programs** designed to support sleep, stress, energy, recovery, heart wellness, and Lyme wellness.

"We've spent years building the foundation for this moment," said **Stephen Davis, Chief Executive Officer of Frequency Exchange**. "Today we are executing across multiple international markets with strong strategic partners, growing commercial interest, and a scalable manufacturing platform. We believe we are entering a period of significant growth, and this financing is intended to accelerate our commercial rollout."

The Company has commenced commercial launch activities in the **United Arab Emirates**, expanded into the **United States** through a network of more than **7,000 wellness clinics**, and is preparing for commercialization in **Canada**. Frequency Exchange now trades on the **TSX Venture Exchange, OTC Markets, and Frankfurt Stock Exchange**, providing increased visibility to international investors. The Company also has manufacturing capacity of up to **1,000,000 NIKKI devices every 90 to 120 days**, positioning it to support anticipated global demand.

To support this growth, the Company intends to complete a **non-brokered private placement** for gross proceeds of up to **C\$2,000,000**. The financing will consist of units priced at **C\$0.25** per unit, with each unit comprising one common share and one-half common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share at **C\$0.40** for a period of **12 months**, subject to approval of the TSX Venture Exchange. Closing may occur in tranches, with the first tranche expected to close on or about August 14, 2026.

Net proceeds are expected to be used to expand sales and marketing, increase inventory, advance technology and platform development, grow the Company's team, support international expansion, and for general working capital.

The Company has also retained **Red Cloud Securities Inc.** to provide market liquidity services in accordance with the policies of the TSX Venture Exchange. Red Cloud will support the Company's efforts to enhance trading liquidity and increase investor awareness in Canada. Under the agreement, the Company will pay Red Cloud \$5,000 per month during the term, payable quarterly in advance. The term of engagement is ongoing and may be terminated by either party on 30 days' prior written notice. The Company and Red Cloud have an arm's length relationship, but Red Cloud and/or its clients may have an interest, directly or indirectly, in the securities of Frequency Exchange. The agreement is principally for the purposes of maintaining market stability and liquidity for the Company's common shares and is not a formal market making agreement. There are no performance factors contained in the agreement between Red Cloud and the Company and Red Cloud will not receive any shares or options from the Company as compensation for services it will render. The term will be for six months and payments will begin once this financing has closed.

As Frequency Exchange transitions from development to commercialization, the Company believes it is well positioned to capitalize on the rapidly growing global wearable wellness market through the continued expansion of the NIKKI platform.

Red Cloud Securities Inc. is registered as an Investment Dealer in Ontario, Quebec, Alberta and British Columbia and is a member of the Investment Industry Organization of Canada (IIROC). It is focused on providing unique comprehensive capital market services and innovative financing alternatives to the junior resource sector. The company was founded by capital markets professionals who designed the firm to service small public and private companies. This solution is a comprehensive platform that provides a full range of unconflicted corporate access services. Offering these services as a unified platform provides the ultimate value proposition for issuer clients.

About Frequency Exchange Corp.

Frequency Exchange Corp. is the parent company of FREmedica Technologies Inc., a technology company focused on frequency-based digital wellness solutions designed to support cellular communication and broader wellness applications.

Originally developed with applications related to Lyme disease, the NIKKI platform has evolved into a wellness solution addressing sleep, stress, recovery, and performance — areas of increasing demand in international markets, including the Middle East. The Company's technology is supported by ongoing internal validation and user experience data.

For more information, visit www.FrequencyExchangeCorp.com and www.WeAreNikki.com.

Investor Contacts:

Stephen Davis
CEO
Frequency Exchange Corp.
stephen@frequencyexchange corp.com
604-684-2181

Nicole Sullivan
President
FREmedica Technologies Inc.
nicole.sullivan@wearenikki.com
604-684-2181

Forward-Looking Information

This news release contains forward-looking statements within the meaning of applicable securities laws. These statements reflect the Company's current expectations and are subject to a number of risks and uncertainties that could cause actual results to differ materially. Readers are cautioned not to place undue reliance on forward-looking statements.

Additional information identifying risks and uncertainties is contained in filings by the Company with the Canadian securities regulators, which filings are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

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

