

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Birchtree Investments Ltd. (the “Company”)
Suite 2700, 1133 Melville Street
Vancouver, British Columbia V6E 4E5

Item 2 Date of Material Change

March 22, 2026

Item 3 News Release

A news release was issued with respect to the material change referred to in this report was disseminated on April 1, 2026 through GlobeNewswire and filed on the system for electronic document analysis and retrieval + (“SEDAR+”).

Item 4 Summary of Material Change

The Company entered into an arm’s length definitive share exchange agreement to acquire 100% of the equity of Digital Motion Corporation, a private Delaware-based corporation focused on the innovative creation of Web3 products which look to bring advanced financial technologies across capital formation, credit infrastructure, and real-world assets (RWA’s).

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in the news release attached hereto.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Vitali Savitski, Chief Executive Officer, (416) 300-0625

Item 9 Date of Report

April 1, 2026

BIRCHTREE INVESTMENTS ANNOUNCES EXECUTION OF THE DEFINITIVE AGREEMENT FOR THE ACQUISITION OF DIGITAL MOTION CORPORATION

VANCOUVER, British Columbia, April 1, 2026 -- Birchtree Investments Ltd. (the “**Company**”) (CSE: BRCH), is pleased to announce that further to its press release dated December 30, 2025, it has executed an arm’s length definitive share exchange agreement dated March 22, 2026 (the “**Definitive Agreement**”) to acquire 100% of the equity of Digital Motion Corporation (“**Digital Motion**”), a private Delaware-based corporation.

Digital Motion is focused on the innovative creation of Web3 products which look to bring advanced financial technologies across capital formation, credit infrastructure, and real-world assets (RWA’s). Digital Motion, through these creations is looking to ultimately modernize traditional business execution while also democratizing access to high-growth digital financial markets. Through platforms like Mayflower and Starbase, Digital Motion’s infrastructure bridges the conventional financial systems with the rapidly evolving decentralized economy, seeking to unlock new pathways for yield, liquidity, and sustainable growth for investors.

Digital Motion's partners began building their technology stack in January 2025, five months before the company was formally incorporated. Since January 2025, Digital Motion has deployed, as of December 31, 2025, nearly USD\$665,000 across product development (beginning with Starbase), infrastructure, strategic partner-ships, legal structuring, compliance, and network development. The team has since expanded to include a dedicated product lead, a fractional CFO, and several advisors whose collective experience spans sovereign wealth funds, hedge funds, real-world assets, traditional finance, capital markets, and corporate strategy. Digital Motion's infrastructure is designed to serve both institutional and retail markets, with each platform calibrated to its applicable regulatory framework. Certain offerings are scoped to qualified and accredited investors, while others are structured under Regulation A and equivalent U.S. exemptions from registration to enable broader public participation. It is anticipated that this dual-market architecture will allow Digital Motion to address the full capital formation stack: from institutional-grade asset origination and distribution to compliant retail access across its product verticals.

For more information, visit www.digitalmotioncorp.com.

Pursuant to the Definitive Agreement, the Company, directly and indirectly through a wholly owned U.S. acquisition company (the “**Birchtree AcquisitionCo**”), will acquire 100% of the equity interests in Digital Motion (the “**Transaction**”) in exchange for the issuance to the equity holders of Digital Motion (the “**Sellers**”) of either non-voting common stock of Birchtree AcquisitionCo or common shares of the Company (“**Birchtree Shares**”), depending on the election made by such Sellers. Any Sellers that elect to not receive Birchtree Shares at closing shall receive non-voting common stock of Birchtree AcquisitionCo and will subsequently be entitled to exchange such non-voting common stock of Birchtree AcquisitionCo, pursuant to certain contribution and exchange rights in the Definitive Agreement, with the Company for Birchtree Shares (a “**Contribution**”).

The aggregate consideration payable by the Company pursuant to the Transaction is USD\$20,000,000 (CAD\$27,412,000), which will be ultimately settled through the issuance of up to an aggregate of 137,060,000 Birchtree Shares (including Birchtree Shares issued pursuant to a Contribution) at a deemed price per share of CAD\$0.20 (the “**Deemed Issue Price**”). It is expected that each of Zachary Landau and Robert Polito, the founders of Digital Motion, will receive 57,255,890 Birchtree Shares, representing 20.75% of the 275,775,500 Birchtree Shares that will be issued and outstanding following the closing of the proposed Transaction, and that such shares will be subject to escrow restrictions on transfer in accordance with the policies of the Canadian Securities Exchange (the “**CSE**”). In addition, all Birchtree Shares issued to the Sellers (including Messrs. Landau and Polito) will be subject to a contractual six month hold.

For the fiscal period ended December 31, 2025, Digital Motion had: (i) current assets of USD\$785,198, consisting primarily of cash and cash equivalents; (ii) current liabilities of USD\$140,787, consisting primarily of accounts payable; (iii) no long term indebtedness; and (iv) incurred an aggregate of USD\$664,988 in expenses, consisting primarily of development expenses for its technologies as well as other professional and other fees and expenses. Since incorporation, Digital Motion has also raised an aggregate of USD\$1,351,000, most recently at a post-money enterprise value of USD\$20,000,000.

In addition, pursuant to the Definitive Agreement, following the closing of the proposed Transaction, subject to approval by the board of directors of the Company (the “**Birchtree Board**”), and in accordance with the Company’s 2024 Equity Incentive Plan (the “**Incentive Plan**”), the Company will grant options exercisable for an aggregate of up to approximately 4,800,000 Birchtree Shares to certain employees and consultants of Digital Motion. The Company expects to undertake an amendment to the Incentive Plan to increase the maximum number of Birchtree Shares reserved for issuance pursuant to such plan in order to accommodate future grants of equity awards. Any amendment to the Incentive Plan shall be subject to the approval of the CSE and, if applicable, the shareholders of the Company.

Closing of the Transaction is subject to a number of customary conditions, including, without limitation, (i) receipt of all required third party, regulatory, stock exchange, board and shareholder approvals, (ii) the Company having a net working capital position of not less than CAD\$200,000 (inclusive of the US\$100,000 advance refundable deposit paid by the Company to Digital Motion upon execution of that certain Term Sheet between the Company and Digital Motion dated December 30, 2025), (iii) the Sellers entering into lockup agreements restricting their ability to sell any Birchtree Shares for a period of at least six months from the closing of the Transaction, and (iv) a condition in favour of the Sellers that the Deemed Issue Price is at least CAD\$0.20. There is no minimum financing condition for the closing of the proposed Transaction, and no finder or broker fees are payable in connection with the proposed Transaction.

In addition, CSE approval is subject to (i) the filing of a new Form 2A *Listing Statement* by the Company (the “**Listing Statement**”), including disclosure in regards to Digital Motion and the proposed Transaction, and (ii) a approval by a simple majority of the votes by shareholders of the Company as a result of the dilution and creation of two new control persons (pursuant to 4.6(3) of CSE Policy 4).

In connection with closing of the Transaction, Digital Motion will be granted the right to nominate two directors for election to the Birchtree Board. It is expected that Zachary Landau and Robert Polito will be nominated to the Birchtree Board.

The Transaction was negotiated at arm’s length and Birchtree Board considered such factors as the high growth potential of the RWA business of Digital Motion, the most recent arm’s length financing completed by Digital Motion, and advice from the Company’s independent financial advisor in establishing the USD\$20 million value for the proposed Transaction.

The Birchtree Shares will remain halted on the CSE until the Listing Statement is made publicly available under the Company’s SEDAR+ profile at www.sedarplus.com.

About Birchtree Investments Ltd.

The Company is an investment company with the long-term goal of divesting its investment assets at a profit. For more information, please see the Company’s continuous disclosure documents available under the Company’s SEDAR+ profile at www.sedarplus.com.

For more information, please contact:

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Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy of accuracy of this release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contain herein.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration

requirements. This news release does not constitute an offer for sale of securities for sale, nor a solicitation for offers to buy any securities. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the company and management, as well as financial statements.

This news release includes certain statements and information that may constitute forward-looking information within the meaning of applicable Canadian securities laws. Forward-looking information relates to future events or future performance and reflect the expectations or beliefs of management of the Company regarding future events.

There can be no assurance that any new investment by the Company, including the proposed Transaction, will be completed or the timing of any new investment. Completion of any transaction, including the proposed Transaction, will be subject to, amongst other things, applicable director, shareholder and regulatory approvals.

Unless otherwise specified, all dollar amounts in this press release are expressed in Canadian dollars.

Generally, forward-looking statements and information can be identified by the use of forward-looking terminology such as “intends”, “expects” or “anticipates”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “should”, “would” or will “potentially” or “likely” occur. This information and these statements, referred to herein as “forward-looking statements”, are not historical facts, are made as of the date of this news release and include without limitation, statements regarding discussions of future plans, estimates and forecasts and statements as to management’s expectations and intentions with respect to, among other things: statements with respect to the terms of, and closing of, the proposed Transaction, and future equity awards.

These forward-looking statements involve numerous risks and uncertainties and actual results might differ materially from results suggested in any forward-looking statements. These risks and uncertainties include, among other things, risks related to the failure of the Company to receive the required corporate and regulatory approvals, and all conditions to closing being satisfied or waived, as well as those risk factors discussed or referred to in the Company’s disclosure documents filed with the securities regulatory authorities in certain provinces of Canada and available at www.sedarplus.com.

Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Readers are cautioned that reliance on such information may not be appropriate for other purposes. Any such forward-looking statements are expressly qualified in its entirety by this cautionary statement. The forward-looking statements included in this news release is made as of the date of this news release. The Company does not undertake to update any forward-looking statement referred to herein, except in accordance with applicable securities laws.