Form 51-102F3
Material Change Report

Item 1: Name and Address of Company

Wisr AI Systems Inc. (the "**Company**")
800 – 333 Seymour Street
Vancouver, BC V6B 5A7

Item 2: Date of Material Change

July 17, 2026

Item 3: News Release

A news release was disseminated on July 21, 2026 via Newsfile.

Item 4: Summary of Material Change

On July 17, 2026, the Company closed its previously announced over-subscribed non-brokered private placement of 13,146,000 units of the Company (each, a "**Unit**") at a price of $0.05 per Unit for aggregate gross proceeds of $657,300 (the "**Offering**").

Item 5: Full Description of Material Change

Each Unit consists of one common share of the Company (each, a "**Share**") and one-half of one common share purchase warrant (each whole warrant, a "**Warrant**"), with each Warrant entitling the holder to acquire one additional Share at an exercise price of $0.075 per Share for a period of 18 months, subject to acceleration in certain limited circumstances.

In connection with the Offering, the Company paid aggregate cash commissions of $29,700 to certain eligible arm's-length finders (each, a "**Finder**"), equal to 6% of the gross proceeds raised from purchasers introduced by such Finders, and issued an aggregate of 594,000 non-transferable common share purchase warrants (each, a "**Finder's Warrant**") to the same Finders, equal to 6% of the number of Units sold to purchasers introduced by such Finders. Each Finder's Warrant entitles the holder thereof to acquire one Share at an exercise price of $0.05 per Share for a period of 18 months, subject to the same acceleration limitations as the Warrants.

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

Not applicable.

Item 7: Omitted Information

None.

Item 8: Executive Officer

Robert Goehring, CEO
Telephone: (778) 200-9005

Item 9: Date of Report

July 24, 2026