Form 51-102F3
Material Change Report

1. Name and Address of Company

AGEDB Technology Ltd.
702 - 1120 Finch Avenue West
Toronto, ON
M3J 3J7
(the “Company”)

2. Dates of Material Change(s)

August 1, 2024

3. News Release(s)

News release was issued on August 12, 2024 and disseminated via Newswire pursuant to section 7.1 of National Instrument 51–102.

4. Summaries of Material Changes

The Company is pleased to announce the acquisition of several strategic patents. AGEDB will make three annual payments to Bitnine equal to 10% of AGEDB annual revenue on first, second and third anniversaries to own 100% of the patent rights replacing annual licensing only royalties of 30% first year, 20% second year and 10% each year thereafter, of revenue from use of the patents.

5. Full Description of Material Changes

News Release dated August 12, 2024– See Schedule “A”.

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. Young Seung Ko, CEO and Director of the Company, is knowledgeable about the material change contained herein and may be reached at 1 (866) 278-0650.

9. Date of Report

This report is dated August 26, 2024

AGEDB Technology Ltd. Acquires Patents to Enhance Data Processing and Graph Database Technologies

Toronto, Ontario, August 12, 2024 – AGEDB Technology Ltd. (TSXV: AGET), a leading provider of enterprise database solutions, is pleased to announce the acquisition of several strategic patents. This acquisition represents a significant milestone for AGEDB, further solidifying its position at the forefront of innovation in data processing and graph database technologies.

Key Highlights of the Acquisition:

- The acquisition involves three patents crucial to the advancement of data processing and graph database technologies.
- This strategic move aligns with AGEDB's commitment to providing cutting-edge solutions and enhancing its technological capabilities.
- Patents, acquired from AGEDB principal shareholder, Bitnine Holdings, Inc., were previously only licensed to AGEDB.
- AGEDB will make three annual payments to Bitnine equal to 10% of AGEDB annual revenue on first, second and third anniversaries to own 100% of the patent rights replacing annual licensing only royalties of 30% first year, 20% second year and 10% each year thereafter, of revenue from use of the patents.
- Patents valued by independent third party valuator at $7,390,000.

Impact on AGEDB Technology Ltd.:

The acquisition of these patents will significantly bolster AGEDB’s ability to develop innovative data processing and graph database technologies. These advancements are expected to provide enhanced solutions to AGEDB’s customers, driving forward the progress in enterprise database technology.

Statement from Leadership:

"We are excited about this acquisition and the significant value it brings to our technological portfolio," said Young Seung Ko, CEO of AGEDB Technology Ltd. "These patents represent substantial advancements in data processing and graph database systems, and their integration will enable us to offer even more robust and efficient solutions to our clients."

MI 61-101 Related Party Transaction

Bitnine Holdings, Inc is a related party of AGEDB holding 19,500,000 shares of AGEDB representing 46.1% of the outstanding shares. AGEDB independent directors reviewed and approved the patent acquisitions as favourable to AGEDB compared to patent licensing and royalty payments. AGEDB is relying upon the Fair Market Value not more than 25% of Market Capitalization (s. 5.5 (a) and s. 5.7 (a)) and Issuer Not Listed on Specified Markets (s. 5.5 (b)) exemptions from the formal valuation and minority approval requirements of MI 61-101 Protection of Minority Security Holders in Special Transactions.

Completion of the acquisition of the patents is subject to TSX Venture Exchange acceptance.

About AGEDB Technology Ltd.:

AGEDB Technology Ltd. (TSXV: AGEDB) is a leading provider of enterprise database solutions based in Toronto, Ontario. The company specializes in advanced database technologies, including graph databases and data processing systems, offering robust solutions to clients worldwide.

Forward Looking Statements

This news release contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. The use of words such as "expect", "anticipate", “intend”, “aim", "estimate", "objective", "ongoing", "may", "will", "project", "should", "believe", "plans", "intends" and similar expressions are intended to identify forward-looking information or statements. The forward-looking statements and information are based on expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information because the Company can give no assurance that they will prove to be correct.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements.

Since forward-looking statements and information address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Numerous factors could materially affect such forward-looking information including, changes in economic conditions, industry trends, or the competitive landscape; rapid advancements in technology; shifts in customer needs and preferences; issues related to software development, system integration, project delays, or failures in delivering high-quality products can impact business performance; fluctuations in foreign exchange rates and overall financial market conditions; competition; intellectual property risks protecting intellectual property, defending against infringement claims; the ability to attract, retain, and motivate qualified personnel; availability of qualified software engineers, software developments, pace of technological change, impact of artificial intelligence (AI) programs and software and state of the Company's financial resources, among others.

Readers are cautioned that the foregoing list of factors is not exhaustive. The forward-looking statements included in this news release are expressly qualified by this cautionary statement. The forward-looking statements and information contained in this news release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

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

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