

**FORM 51-102F3
MATERIAL CHANGE REPORT**

ITEM 1. NAME AND ADDRESS OF COMPANY

PR Technology Inc. (the "**Company**")
555 – 409 Granville Street
Vancouver, British Columbia V6C 1T2

ITEM 2. DATE OF MATERIAL CHANGE

April 30, 2024.

ITEM 3. NEWS RELEASE

Issued on April 30, 2024 and distributed through the facilities of Stockwatch.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced that it has closed the second and final tranche of its previously announced non-brokered private placement (the "**Private Placement**"), whereby the Company has completed the issuance of 3,000,000 common shares in the capital of the Company ("**Common Shares**") at a price of \$0.10 per share. Further to the Company's news release dated February 8, 2024, the Company has raised total gross proceeds of \$500,000 through the sale of 5,000,000 Common Shares in the Private Placement.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announced that it has closed the second and final tranche of its previously announced Private Placement, whereby the Company has completed the issuance of 3,000,000 Common Shares at a price of \$0.10 per share. Further to the Company's news release dated February 8, 2024, the Company has raised total gross proceeds of \$500,000 through the sale of 5,000,000 Common Shares in the Private Placement.

The Private Placement is being conducted pursuant to a partial revocation order (the "**Partial Revocation Order**") issued by the British Columbia Securities Commission (the "**BCSC**") on January 25, 2024. The Partial Revocation Order partially revoked the failure-to-file cease trade order that was issued by the BCSC against the Company on May 8, 2023 (the "**FFCTO**") for failing to file certain outstanding continuous disclosure documents in a timely manner. The FFCTO continues to apply in all other respects. The Company is also subject to a cease trade order issued by the Ontario Securities Commission on May 8, 2023 (the "**Ontario CTO**").

The Company intends to use the proceeds of the Private Placement to prepare and file all outstanding financial statements and continuous disclosure records, pay all outstanding related fees and penalties, and to continue operations until it can apply for and receive a full revocation of the FFCTO and the Ontario CTO. Completion of the Private Placement should permit the Company to prepare and file all such outstanding

financial statements and continuous disclosure records. Once those filings have been completed, the Company intends to apply for a full revocation of the FFCTO and the Ontario CTO and ask that trading of its Common Shares on the Canadian Securities Exchange (the “CSE”) be reinstated.

In accordance with applicable securities legislation, all Common Shares issued pursuant to the Private Placement are subject to a hold period of four months and a day from the closing date of the Private Placement. Further, the Common Shares issued pursuant to the Private Placement may not be transferred until full revocation of the FFCTO, of which there is no guarantee.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Neon Jun (James) Ryu, Chief Executive Officer and Director
Telephone: (236)-412-6844

ITEM 9. DATE OF REPORT

May 1, 2024

Forward-Looking Statements

All statements included in this material change report that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. In particular, this material change report contains forward-looking information regarding: the use of proceeds of the Private Placement; the Company’s intention to apply for a full revocation of the FFCTO and the Ontario CTO; and the Company’s intention to ask that trading of its common shares on the CSE be reinstated. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. These assumptions include, but are not limited to: the Company’s use of proceeds proceeding as intended; the Company proceeding with the application for a full revocation of the FFCTO and the Ontario CTO as intended; the Company proceeding to ask that trading of its common shares on the CSE be reinstated as intended. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute

to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company's control. These risks and uncertainties include, but are not limited to, the risk that the Company is not able to use the proceeds from the Private Placement as anticipated by management; that the Company is not able to apply for or obtain a full revocation of the FFCTO and the Ontario CTO as intended; and that the Company is not able to ask for or obtain that trading of its common shares on the CSE be reinstated. Readers should not place undue reliance on forward-looking statements. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or revise them to reflect the occurrence of future unanticipated events.