FORM 11

NOTICE OF PROPOSED RESTRICTED SHARE UNIT GRANT OR AMENDMENT

Name of Listed Issuer: Wisr AI Systems Inc. (the "Issuer")

Trading Symbol: WISR

Date: August 20, 2026

1. New RSUs Granted:

Date of Grant: August 20, 2026

Name of Grantee	Position (Director /Officer/Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUs	Exercise Price (CDN$)	Expiry Date	No. of RSUs Granted in Past 12 Months
Thesis Capital Inc. (c/o Pritpal Singh)	Director	Yes	1,000,000	N/A	February 20, 2027	Nil
KO Capital Holdings Corp. (c/o Ken Osborne)	Director	Yes	500,000	N/A	February 20, 2027	Nil
Bello Holdings Inc. (c/o Ali Sinawi)	Consultant	No	500,000	N/A	February 20, 2027	Nil
2818390 Ontario Corp. (c/o Richard Paolone)	Director	Yes	300,000	N/A	February 20, 2027	Nil
Robert Goehring	Officer (CEO), Director	Yes	315,000	N/A	February 20, 2027	Nil

Total Number of RSUs Proposed for Acceptance: 2,615,000

2. Other Presently Outstanding RSUs:

Name of Grantee	No. of RSUs (1)	Exercise Price (CDN$)	Original Date of Grant	Expiry Date
Robert Goehring	250,000	N/A	June 20, 2025	June 20, 2030
Cameron Shippit	150,000	N/A	June 20, 2025	June 20, 2030
TOTAL	**400,000**			

(1) Set out number of RSUs for each grant with different terms.

3. Additional Information

a) If shareholder approval was required for the grant of RSUs (including prior approval of a RSU plan), state the date that the shareholder meeting approving the grant was or will be held.

Shareholder approval was not required for the grant of the RSUs, as the grant does not exceed the individual (5%) or aggregate (10% in 12 months) related-party thresholds under CSE Policy 6.5(6).

b) State the date of the news release announcing the grant of RSUs.

August 21, 2026

c) State the total issued and outstanding share capital at the date of grant or amendment.

70,920,318 Common shares

d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to RSUs, including new RSUs, amended RSUs and other presently outstanding RSUs.

The aggregate number of shares subject to RSUs, including the RSUs granted hereby and other presently outstanding RSUs, is 3,015,000, representing approximately 4.25% of the issued and outstanding common shares of the Issuer.

e) If the new RSUs are being granted pursuant to a RSU plan, state the number of remaining shares reserved for issuance under the plan.

The Issuer's Omnibus Equity Incentive Plan (the "Plan") provides that the aggregate number of common shares reserved for issuance pursuant to all awards granted under the Plan may not exceed 20% of the issued and outstanding common shares of the Issuer at the date of grant. Based on 70,920,318 issued and outstanding common shares and after giving effect to the RSU grants described herein, 6,581,564 common shares remain available for future grants under the Plan

f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Financing closed on July 17, 2026, at $0.05 per share

g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

None.

Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CSE Policy 1).
4. All of the information in this Form 11 is true.

Dated: August 20, 2026

Robert Goehring
Name of Director or Senior Officer

"Robert Goehring"

Signature

CEO

Official Capacity