Form 51-102F3
Material Change Report

1. Name and Address of Company

Rocket Doctor AI Inc.
700-838 W Hastings Street
Vancouver, BC V6C 0A6

(the "Company")

2. Dates of Material Change(s)

August 14, 2026

3. News Release(s)

A news release was issued on August 17, 2026 and disseminated via Globe Newswire pursuant to section 7.1 of National Instrument 51–102.

4. Summaries of Material Changes

The Company is pleased to announce, further to its news release of July 28, 2026 and August 5, 2026, that it has closed the second tranche (the "Second Tranche") of its previously announced private placement (the "Offering") of unsecured convertible debentures (the "Debentures") for gross proceeds of C$992,000. Together with the closing of the first tranche of the Offering on August 5, 2026, the Company has raised aggregate gross proceeds of C$3,261,000.

The Debentures will bear interest from the date of issuance at a rate of 12.0% per annum, calculated and payable on maturity which is 12 months following the issuance of the Debentures (the "Maturity Date"). The principal amount of the Debentures, together with any accrued and unpaid interest, may be converted, in whole or in part at the election of the holder, into units of the Company (the "Units") at a conversion price of $0.70 (US$0.50) per Unit prior to or on the Maturity Date. Each Unit will consist of one common share in the capital of the Company (a "Share") and one transferable Share purchase warrant (a "Warrant"), with each Warrant being exercisable into one Share (a "Warrant Share") at an exercise price of $0.75 (US$0.54) per Warrant Share for a period of 12 months from the date of issuance (the "Warrant Expiry Date") pursuant to the terms therein. The Warrant Expiry Date may be accelerated in the event the Shares trade on the CSE at $0.75 or more per Common Share for any 10 consecutive trading days, and, upon delivery of a notice to the holder, the Warrant Expiry Date will be accelerated to 5:00pm on the date that is 10 calendar days from the date of delivery of an acceleration notice to the holder.

5. Full Description of Material Changes

News Release dated August 17, 2026 – 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

Dr. Essam Hamza, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at (612) 788-8900.

9. Date of Report

This report is dated August 17, 2026.

SCHEDULE "A"

to the Material Change Report August 17, 2026

Rocket Doctor AI Inc. Announces Closing of Second Tranche of Oversubscribed Private Placement of Unsecured Convertible Debenture Financing

Not for distribution to United States newswire services or for release publication, distribution, or dissemination directly, or indirectly, in whole or in part, in or into the United States

Vancouver, British Columbia, August 17, 2026 – Rocker Doctor AI Inc. (the "Company" or "Rocket Doctor AI") (CSE: AIDR, OTC: AIRDF, Frankfurt: 939) is pleased to announce, further to its news release of July 28, 2026 and August 5, 2026, that it has closed the second tranche (the "**Second Tranche**") of its previously announced private placement (the "**Offering**") of unsecured convertible debentures (the "**Debentures**") for gross proceeds of C$992,000. Together with the closing of the first tranche of the Offering on August 5, 2026, the Company has raised aggregate gross proceeds of C$3,261,000.

The Debentures will bear interest from the date of issuance at a rate of 12.0% per annum, calculated and payable on maturity which is 12 months following the issuance of the Debentures (the "**Maturity Date**"). The principal amount of the Debentures, together with any accrued and unpaid interest, may be converted, in whole or in part at the election of the holder, into units of the Company (the "**Units**") at a conversion price of $0.70 (US$0.50) per Unit prior to or on the Maturity Date. Each Unit will consist of one common share in the capital of the Company (a "**Share**") and one transferable Share purchase warrant (a "**Warrant**"), with each Warrant being exercisable into one Share (a "**Warrant Share**") at an exercise price of $0.75 (US$0.54) per Warrant Share for a period of 12 months from the date of issuance (the "**Warrant Expiry Date**") pursuant to the terms therein. The Warrant Expiry Date may be accelerated in the event the Shares trade on the CSE at $0.75 or more per Common Share for any 10 consecutive trading days, and, upon delivery of a notice to the holder, the Warrant Expiry Date will be accelerated to 5:00pm on the date that is 10 calendar days from the date of delivery of an acceleration notice to the holder.

The Company intends on using the net proceeds of the Offering for working capital and general and administrative expenses, primarily focused on US growth plans.

"We are sincerely grateful to our investors for the strong support demonstrated through the closing of the second tranche of this oversubscribed financing," said Dr. Essam Hamza, CEO of Rocket Doctor AI. "This capital is a critical catalyst for our strategy, allowing us to accelerate our aggressive growth plans with a primary focus on expanding our footprint and bringing our AI-powered healthcare solutions to more patients and providers across the United States."

In connection with the closing of the Second Tranche, the Company paid eligible arms' length finders an aggregate cash finders fees of C$57,540.

The Debentures issued pursuant to the Offering are subject to a hold period of four months and one day from the issuance date in accordance with applicable securities laws.

*The securities issued pursuant to the Offering have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or any state securities laws. Accordingly, the securities issued pursuant to the Offering may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or a solicitation of any offer to buy any securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful.*

About Rocket Doctor AI Inc.

Rocket Doctor AI Inc. delivers physician-built, AI-powered solutions designed to make high-quality healthcare accessible throughout the entire patient journey. A cornerstone of the company's proprietary technology is the Global Library of Medicine (GLM), a clinically validated decision support system developed with input from hundreds of physicians worldwide.

Alongside the GLM is Rocket Doctor Inc, and its AI-powered digital health platform and marketplace. Having helped empower over 350 MDs to provide care to more than 750,000 patient visits, our proprietary technology software and systems enable doctors to independently launch and manage their own virtual or hybrid in-person practices - improving efficiency, restoring autonomy to MDs, and expanding patient access to care.

By reducing administrative burdens and ensuring greater consistency in care, our technology creates more time for meaningful physician-patient interactions. We are committed to reaching underserved, rural, and remote communities in Canada who often lack access to family doctors and supporting patients on Medicaid and Medicare in the United States. With advanced AI, large language models, and connected medical devices, Rocket Doctor AI is redefining modern healthcare - making it more scalable, equitable, and patient-centered.

To learn more about Rocket Doctor AI Inc's products and services, contact: www.rocketdoctor.ai or email: info@rocketdoctor.ai

FOR ADDITIONAL INFORMATION, CONTACT:

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