FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)[1]

Name of Listed Issuer: Redwood AI Corp. (the "Issuer").

Trading Symbol: AIRX

Issued and Outstanding Securities of the Issuer Prior to Transaction: 37,359,553

Date of News Release Fully Disclosing the Transaction: August 10, 2026

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

   The Issuer has engaged MCS Market Communication Service GmbH (Saarlandstraße 28, 58511 Lüdenscheid, Germany) ("MCS"), an arm's-length service provider, to provide online marketing services including campaign creation, production of marketing materials, research and analytics. The MCS services will be delivered through digital channels, including Google Ads and native advertising, and are expected to continue until November 10, 2026, or until budget exhaustion.

   The Issuer has also engaged Outside the Box Capital Inc. ("OTB"), an arm's-length third party, to provide online marketing and distribution services encompassing social marketing, campaign creation, influencer partnerships, production of video and marketing materials, research and analytics. The OTB services are expected to commence on August 10, 2026, and continue until February 10, 2027, or until budget exhaustion, and will be delivered through digital channels including YouTube and social media websites.

   The Issuer has paid MCS CAD $810,000 in cash. The Issuer anticipates paying OTB CAD $150,000 in cash, plus applicable taxes, and granting OTB 105,000

[1] If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

stock options. No securities have been provided to MCS or its principals, and other than the foregoing stock options, no securities have been provided to OTB or its principals.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:

   (a) Total aggregate consideration in Canadian dollars: CAD $960,000 cash, plus applicable taxes on the OTB services, and 105,000 stock options.

   (b) Cash: CAD $960,000 in aggregate, consisting of CAD $810,000 paid to MCS and CAD $150,000 anticipated to be paid to OTB, plus applicable taxes on the OTB services.

   (c) Other: 105,000 stock options to be granted to OTB.

   (d) Work commitments: Provision of the MCS and OTB services described above for their respective engagement terms or until budget exhaustion.

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arm's-length negotiation.

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: Not applicable.

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: Not applicable.

6. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the transaction (including warrants, options, etc.):

   (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction: Not applicable.

   (b) Cash: Not applicable.

   (c) Other Not applicable.

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. Not applicable.

8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. Not applicable.

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: Not applicable.

3. 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. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.

3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

4. 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 CNSX Policy 1).

5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated August 10, 2026.

Louis Dron
Name of Director or Senior Officer

"Louis Dron"
Signature

CEO
Official Capacity