

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Windfall Geotek Inc. (the "**Company**")
7705 Boulevard Taschereau, Suite 340,
Brossard, Québec, J4Z 1A7, Canada

Item 2. Date of Material Change

February 18, 2025

Item 3. News Release

The Company issued a news release with respect to the material change on February 20, 2025 through the facilities of TheNewswire and subsequently filed a copy of the news release on SEDAR+ at www.sedarplus.ca under the Company's issuer profile.

Item 4. Summary of Material Change

Effective on February 18, 2025, Michel Fontaine, Marcel Robillard and Mario Drolet were appointed to the board of directors of the Company (the "**Board**") and each of David Beck, Dorian Nicol and Joseph Lafleur resigned as directors of the Board.

Item 5.1. Full Description of Material Change

Effective on February 18, 2025, Messrs. Fontaine, Robillard and Drolet were appointed to the Board and each of Messrs. Beck, Nicol and Lafleur resigned as directors of the Board (the "**Board Updates**").

In connection with the Board Updates, Messrs. Beck, Nicol and Lafleur did not stand for election at the annual meeting of shareholders of the Company which was held on February 21, 2025 (the "**Meeting**"). Messrs. Fontaine, Robillard and Drolet stood for election at the Meeting and received shareholder approval to hold office as directors of the Company until the close of the Company's next annual meeting of shareholders or until their successors have been elected or appointed.

Item 5.2. Disclosure for Restructuring Transactions

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

Michel Fontaine
Chairman and CEO
514-994-5843
michel@windfallgeotek.com

Item 9. Date of Report

March 12, 2025