

## FORM 51-102F3

### Material Change Report

**Item 1. Name and Address of Company**

Prime Drink Group Corp. (“**Prime**” or the “**Company**”)  
609 - 1188 avenue Union  
Montréal, QC, H3B 0E5

**Item 2. Date of Material Change**

March 26, 2025 and March 27, 2025

**Item 3. News Release**

News releases disclosing the information contained in this material change report were issued by the Company on March 26, 2025 and on March 27, 2025 via Canadian Newswire and were subsequently filed on SEDAR<sup>+</sup>.

**Item 4. Summary of Material Change**

On March 26, 2025, the Company announced that it closed a first tranche of a non-brokered private placement financing (the “**Offering**”) of units of the Company (each, a “**Unit**”) for gross proceeds of \$1,810,276. On March 27, 2025, the Company announced that it has closed a second and final tranche with respect to the Offering of Units of the Company for gross proceeds of \$99,960, through the issuance of 100 Units consisting of the issuance of 588,000 common shares of the Company (the “**Common Shares**”) and 588,000 common share purchase warrants (the “**Warrants**”). The Company raised aggregate gross proceeds of \$1,910,235.60 for the entire Offering.

**Item 5. Full Description of Material Change**

The Company closed the entire Offering of Units for gross proceeds of \$1,910,235.60.

On March 26, 2025, the Company announced that the Offering consisted of the sale of 1,811 Units at a price of \$999.60 per Unit resulting in the issuance of 10,648,680 Common Shares and 10,648,680 Warrants. Each Warrant entitles the holder to purchase one Common Share at a price of \$0.25 per Common Share for a period of two (2) years from the respective closing date of the Offering. Each Unit was comprised of 5,880 Common Shares and 5,880 Warrants.

In connection with the Offering, the Company paid cash finders’ fees totaling \$61,475.17 to arm’s length finders, representing 6% of the proceeds received by the Company from subscribers to the Offering introduced to the Company by such finders.

On March 27, 2025, the Company announced that it has closed an additional and final subscription with respect to the Offering which consisted of the issuance of 100 Units resulting in the issuance of 588,000 Common Shares and 588,000 Warrants.

The securities underlying the Units issued pursuant to the Offering are subject to resale restrictions, including a hold period of four months and one day from the date of issuance, in accordance with applicable Canadian securities laws. The Company intends to use the net proceeds of the Offering to develop its business and for general working capital purposes.

Alexandre Côté, Garry Turpin and Germain Turpin, each an officer of the Company, purchased an aggregate of 641 Units of the Offering for gross proceeds of \$640,744. The participation by such insiders in the Offering constitutes a “related party transaction” within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). Such transaction is exempt from the minority approval and formal valuation requirements pursuant to the exemptions contained in Sections 5.5(a)

and 5.7(1) of MI 61-101, as neither the fair market value of the Units nor the consideration for the Units paid by such interested parties, exceeded 25% of the Company's market capitalization.

**Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**Item 7. Omitted Information**

Not applicable

**Item 8. Executive Officer**

Jean Gosselin, Secretary  
Telephone: (514) 394-7717  
Email: [info@prime-group.ca](mailto:info@prime-group.ca)

**Item 9. Date of Report**

April 4, 2025