

Form 51 – 102F3

Material Change Report

1. Name and Address of Company

Windfall Geotek Inc. (“**Windfall**”)
700 boulevard Taschereau , Suite 265
Brossard, Québec
J4Z 1A7

2. Date of Material Change

March 15 and March 17, 2021

3. News Release

Windfall issued news releases with respect to the material changes described below on March 15 and March 18, 2021 via The Newswire.

4. Summary of Material Change

Simran Kamboj was appointed as President and Chief Technology Officer of Windfall and the latter completed a closing of a private placement by issuing 10,000,000 units at a price of \$0.35 per unit, for gross proceeds of \$3,500,000.

5. Full Description of Material Change

5.1 Full Description of Material Change

On March 15, 2021, Simran Kamboj was appointed as President and Chief Technology Officer of Windfall.

On March 17, 2021, Windfall completed a closing of a private placement by issuing 10,000,000 units at a price of \$0.35 per unit, for gross proceeds to Windfall of \$3,500,000 (the “**Offering**”). Each common share purchase warrant entitles the holder to purchase one common share of Windfall for the price of \$0.50 per common share for a period of 24 months following the closing of the Offering.

Insiders of Windfall subscribed for a total of 1,404,986 Units for total gross proceeds of \$491,745. Participation by insiders constitutes a related party transaction as defined under Multilateral Instrument 61-101. The issuance of securities to such related parties is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(b) of MI 61-101 and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(b) of MI 61-101 as the purchase of securities does not exceed 25% of Windfall’s market capitalization. Windfall is relying on exemptions from the formal valuation and minority shareholder approval requirements provided under sections 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101. Windfall did not file a material change report 21 days prior to the closing as the details of the participation of insiders of Windfall had not been confirmed at that time.

6. Disclosure required for a “Restructuring Transaction”

Not applicable.

7. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

8. Omitted Information

Not applicable.

9. Executive Officer

The executive officer who can answer questions regarding this report is Mr. Kamboj, President of Windfall. Mr. Kamboj can be reached at (450) 678-8882.

10. Date of Report

March 26, 2021.