## FORM 51-102F3

# **MATERIAL CHANGE REPORT**

## Item 1 Name and Address of Company

CleanGo Innovations Inc. (Formerly Softlab9 Technologies Inc.) (the "Corporation") Suite #15, 5656 - 10<sup>th</sup> Street NE Calgary, Alberta T2E 8W7

# Item 2 Date of Material Change

August 27, 2021

## Item 3 News Release

A news release was issued by the Corporation on September 7, 2021, distributed through NewsFile and subsequently filed on the Corporation's SEDAR profile.

## Item 4 Summary of Material Change

CleanGo Innovations announces completion of business combination and resumption of trading.

# Item 5 Full Description of Material Change

# 5.1 Full Description of Material Change

See attached Schedule "A".

# **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

Anthony Sarvucci Chief Executive Officer anthony@cleangogreengo.com

## Item 9 Date of Report

September 29, 2021



## CleanGo Innovations Announces Completion of Business Combination and Resumption of Trading

Calgary, Alberta, - September 7, 2021 - CleanGo Innovations Inc. (formerly, Softlab9 Technologies Inc.) (CSE: CGII) (the "Company" or "CleanGo Innovations") is pleased to announce that it has completed its previously announced business combination by plan of arrangement (the "Transaction") pursuant to which it acquired Clean Go Green Go Inc. ("CGGG"), changed its name to CleanGo Innovations Inc., and reconstituted its board and management team.

CleanGo Innovations is an FDA and Health Canada approved manufacturer of a suite of green, non-toxic, and biodegradable cleaning products for industrial, commercial and consumer markets. The Company also manufactures hand sanitizer gel which is sold throughout the USA and Canada.

"Obtaining a listing on a major securities exchange is an important milestone in the growth of our Company. We are grateful for the support of our shareholders and the efforts of our experienced, talented team," said Anthony Sarvucci, the new President and CEO of the Company. "We believe this listing will enhance our visibility and liquidity, strengthen and broaden our shareholder base, and pave the way for accelerated growth as we create long-term value for shareholders, stakeholders and the environment."

#### Overview of the Transaction

The Transaction was completed by way of a share exchange between the shareholders of CGGG and the Company pursuant to which the Company acquired all the issued and outstanding common shares of CGGG (the "CGGG Shares") in exchange for its common shares (the "Consideration Shares") on the basis of 0.75 of one Consideration Share for each CGGG Share issued and outstanding, as a result of which CGGG became a wholly owned subsidiary of the Company.

For further information with respect to the Transaction and the business of CleanGo Innovations, please refer to the listing statement (the "Listing Statement") of CleanGo Innovations which has been filed under the Company's profile on SEDAR at <a href="www.sedar.com">www.sedar.com</a>.

#### Commencement of Trading

The Transaction constituted a fundamental change in accordance with the policies of the Canadian Securities Exchange (the "CSE"). Trading in the common shares of the Company will commence on the CSE under the ticker symbol "CGII" on Wednesday September 8, 2021.

#### **Unit Financing**

Prior to the closing of the Transaction, the Company completed a non-brokered private placement (the "Unit Financing") of 2,500,000 units at \$0.40 per Unit, the proceeds from which were held in escrow pending receipt of conditional approval from the CSE for the Transaction. The escrowed proceeds from the Unit Financing have been released from escrow to the Company. See the Company's news release disseminated on August 26, 2021, for additional information about the Unit Financing.

The net proceeds from the Unit Financing will be used to fund the development of the Company's business, as described in the Filing Statement and for general working capital.

### **New Board and Management**

Upon closing of the Transaction, Anthony Sarvucci was added as an additional director and Rahim Mohamed resigned as CEO and a director, Kulwant Sander resigned as CFO, and Derrick Lewis and Kelly Abbott resigned as directors. Alnoor Nathoo remained as a director. Accordingly, the board of directors and management of CleanGo Innovations were reconstituted in place of the previous directors and officers as follows:

- Anthony Sarvucci President, Chief Executive Officer and Director
- Eugene Chen Director
- Dr. Darren Clark Director
- Alnoor Nathoo Director
- Morgan Rebrinsky Director
- · Gary Lobb Chief Financial Officer
- Paula Pearce-Sarvucci Corporate secretary

Biographical descriptions of each director and member of the senior management team of CleanGo Innovations are included in the Listing Statement.

### Capitalization

Upon completion of the Transaction, CleanGo Innovations has 43,884,351 common shares issued and outstanding (non-diluted), of which the former shareholders of CGGG hold 23,887,500 CleanGo Innovations common shares representing approximately 54.6%.

## Information for Shareholders

CGGG shareholders must complete and return a Letter of Transmittal ("LOT") together with the certificate(s) representing their CGGG Shares and all other required documents to the Depositary, Odyssey Trust Company, at one of the offices specified in the LOT.

#### **Early Warning Disclosure**

In connection with the closing of the Transaction, Anthony Sarvucci was issued 8,137,500 CleanGo Innovations common shares.

A copy of the Early Warning Report with additional information in respect of the foregoing matters will be filed on <a href="https://www.SEDAR.com">www.SEDAR.com</a> under the Company's profile.

### Further Information

For further information regarding the Transaction, please contact:

Anthony Sarvucci
Chief Executive Officer
CleanGo Innovations Inc.
anthony@cleangogreengo.com

## Forward-looking Information

This news release may contain forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable Canadian and U.S. securities legislation. Forward-looking statements can often be identified by words such as "will", "plans", "expects", "may", "intends", "anticipates", "believes", proposes" or variations of such words including negative variations thereof and phrases that refer to certain actions, events or results that may, could, would, might or will occur or be taken or achieved. Actual results could differ from those projected in any forward-looking statements due to numerous factors, including risks and uncertainties relating to general economic, market or business conditions or changes in laws, regulations and policies affecting the Company's operations. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. Any forward-looking statements included in this news release are made as of the date hereof and the Company does not intend to update or revise any forward-looking statements, except as expressly required by