# <u>Form 51-102F3</u> Material Change Report

### 1. Name and Address of Company

GREEN 2 BLUE ENERGY CORP., formerly Brigade Resource Corp. 1518 – 800 West Pender Street Vancouver, BC V6C 2V6

(the "Company")

## 2. Date of Material Change

July 21, 2017.

### 3. News Release

A news release was disseminated on July 21, 2017 on TheNewswire and was subsequently filed on SEDAR.

### 4. Summary of Material Change

Effective July 21, 2017, the Company completed the acquisition of G2BE Canada Inc. ("G2BE Canada") pursuant to a share exchange agreement dated January 16, 2017 (the "Agreement"). In accordance with the terms of the Agreement, the Company purchased all of the issued and outstanding shares of G2BE Canada in consideration and in exchange for common shares in the capital of the Company") at a deemed price of \$0.10 per share (the "Transaction").

In connection with the Transaction, the Company also changed its corporate name from "Brigade Resource Corp." to "Green 2 Blue Energy Corp." and appointed new management.

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

See attached news release dated July 21, 2017 and filed on SEDAR at www.sedar.com.

### 6. Reliance on subsection 7.12 of National Instrument 51-102

Not Applicable.

## 7. **Omitted Information**

Not Applicable.

### 8. **Executive Officer**

Slawomir Smulewicz, President and Chief Executive Officer Telephone: (604) 428-4725

### 9. **Date of Report**

July 21, 2017.

#### **News Release**

July 21, 2017

## Brigade Completes Name Change and Share Exchange Announces Changes in Management

FOR IMMEDIATE RELEASE...Vancouver, British Columbia: Brigade Resource Corp. ("G2BE" or the "Company"), announces its change of corporate name from "Brigade Resource Corp." to "Green 2 Blue Energy Corp.", the closing of the previously announced share exchange transaction with G2BE Canada Inc., formerly Green 2 Blue Energy Corp. ("G2BE Canada"), and the appointment of new management.

### Share Exchange

Effective July 21, 2017, the Company completed the acquisition of G2BE Canada pursuant to a share exchange agreement dated January 16, 2017 (the "Agreement"). In accordance with the terms of the Agreement, the Company acquired all of the issued and outstanding shares of G2BE Canada (each a "G2BE Canada Share") in consideration and in exchange for common shares in the capital of the Company (each a "Company Share") at a deemed price of \$0.10 per share (the "Transaction").

Prior to the Transaction, G2BE Canada completed a one (1) to two (2) forward stock-split, and upon the completion of the Transaction, all of the issued and outstanding G2BE Canada Shares were cancelled and a single share certificate was issued to the Company representing all of the issued and outstanding G2BE Canada Shares. G2BE Canada is now a wholly-owned subsidiary of the Company.

As a result of the Transaction, the former G2BE Canada shareholders now hold approximately 87.74% of the issued and outstanding Company Shares, resulting in a reverse takeover of the Company by G2BE Canada.

### Changes in Management

Upon completion of the Transaction, the officers and directors of the Company are:

### Slawomir Smulewicz – President, Chief Executive Officer and Director

Mr. Smulewicz holds a Master's degree in Agriculture & Business Administration from Warsaw University of Life Science and has over 25 years of international experience with demonstrated leadership and teamwork skills. He employs a strategic vision for building complex geographically dispersed businesses and has a successful track record of delivering results. He has served in various executive capacities and as a board member of several European and Canadian companies in both the information technology and industrial sectors.

Mr. Smulewicz founded G2BE Canada in 2014, which operated through its subsidiaries to supply wood-waste biomass for global sales, trade and energy production. Prior to G2BE Canada, he acted as Vice President of MicroCoal Technologies Inc. (formerly Carbon Friendly Solutions Inc.) and was appointed CEO in 2011. He transformed MicroCoal from a "carbon credits" business to a

technology company, was a key leader in the acquisition of unique coal drying technology for the company and was instrumental in developing the technology to a commercial ready phase.

### Michael Young – Chief Financial Officer and Director

Mr. Young is a certified Financial Planner and has been the Chief Financial Officer and a director of G2BE Canada since August 2015. He has over 20 years of extensive business experience in all facets of corporate development, senior management, sales, marketing, finance and operations, in both the private and public sectors. His experience includes spearheading growth strategies, financial reporting, quarterly and annual budgets, overseeing corporate administration, while achieving company objectives and maintaining internal cost controls.

On January 16, 2017 Mr. Young was appointed President and CEO of Westridge Resources Inc., a NEX listed company. Previously, he was President, CFO and director of DraftTeam Fantasy Sports Inc., and Chief Executive Officer and a director of MicroCoal Technologies Inc., formerly Carbon Friendly Solutions Inc., during this time, the company raised over \$5 million for reforestation projects and other emission offset activities. Prior to that time, he was a director responsible for corporate development of Stream Communications Network & Media Inc., an Eastern European cable and internet company. During his 6 years with Stream Communications, it grew from start up to 60,000 customers generating over \$7 million USD in annual revenues.

## **Glenn Little – Director**

Mr. Little was the CEO of the Company from October 2015 to July 2017 and has been a director of the Company since March 2015. Mr. Little brings extensive business, corporate development and public company experience to the board of directors and will help oversee G2BE's policy and corporate governance with respect to corporate communications and risk management.

Mr. Little was the CEO, CFO and a director of Laguna Blends Inc. (formerly, Grenadier Resource Corp.), and previously provided its corporate development services. He had also served as CEO, CFO and President of Corporate Development for Intelimax Media Inc. (now Draft Team Fantasy Sports Inc.). He was a founder and director of Trooper Technologies Inc. (now Stream Communications Network & Media Inc.), which raised approximately \$20 million USD in debt and equity financing.

### Jon Sherron - Director

Mr. Sherron, continues to act as a director of the Company. He holds a Bachelor of Science from Montana State University and brings more than 20 years of senior management experience in various industries including investments, beverages and real estate. Mr. Sherron established, and has acted as Vice President for, EDI Inc., a company which has a portfolio of funds focused on the commercial real estate industry.

Prior to establishing EDI Inc., Mr. Sherron held management roles at the Gallo Winery and Coors Brewing Company. He was Vice President of a leading beverage distributor and sat on the board of directors of the Montana Beer and Wine Wholesalers Association and served as a director of Laguna Blends Inc. from June 2014 to September 2015. His experience in sales, marketing and branding has driven profitable growth for some of the most recognizable brands in the world including SAB Miller, Molson Coors, Constellation and Diageo.

## About G2BE

The Company is a renewable energy company focused on residential and commercial wood pellet production and the implementation of biomass gasification technology to produce combined heat and power. G2BE's wood pellets are sold to biomass energy producers throughout Europe, including the United Kingdom, Germany, Poland, Italy and Denmark.

### Further Information

A copy of the Agreement and further disclosure documents prepared in connection with same may be viewed on the Company's SEDAR profile at www.sedar.com.

Investors are cautioned that, except as disclosed in the disclosure documents provided in connection with the Transaction, any information received with respect to same may not be accurate or complete and should not be relied upon.

#### On Behalf of the Board of Directors

Slawomir Smulewicz President, Chief Executive Officer and Director

#### For more information, please contact:

Slawomir Smulewicz President and Chief Executive Officer and Director Telephone: (604) 428-4725

#### Forward-Looking Statements

This news release includes certain statements that constitute "forward-looking information" within the meaning of applicable Canadian securities laws. Readers 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. Statements in this news release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations and orientations regarding the future. Often, but not always, forward-looking statements can be identified by words such as "pro forma", "plans", "expects", "may", "should", "budget", "schedules", estimates", "forecasts", "intends", "anticipates", "believes", "potential" 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. Such forward-looking statements include, among others, statements as to the terms and conditions of the Agreement and Transaction, the anticipated business plans and timing of future activities of the Company, including changes in management and the Company's ability and success in executing its proposed business plans. Actual results could differ from those projected in any forward-looking statements due to numerous factors including risks and uncertainties relating to the inability of the Company, as applicable, to among other things, obtain any required governmental or regulatory approvals, permits or financing required to carry out its planned future activities, and the general economic, market or business conditions. These forward-looking statements are made as of the date of this news release and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in these forward-looking statements. Although the Company believes that the beliefs, plans, expectations and intentions contained in this news release are reasonable, there can be no assurance that those beliefs, plans, expectations or intentions will prove to be accurate. Readers should consider all of the information set forth herein and should also refer to other periodic reports filed from timeto-time with Canadian securities regulators. These reports and the Company's filings are available at www.sedar.com.