

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

G2 Technologies Corp. (formerly Green 2 Blue Energy Corp.) (the "**Company**")
1105 – 808 Nelson Street, Box 12101
Vancouver, British Columbia, V6Z 2H2

Item 2 Date of Material Change

August 24, 2021

Item 3 News Release

The news release attached hereto as Schedule "A" announcing the material change described herein was disseminated through the news dissemination services of the Newswire on August 24, 2021. A copy of the news release was filed on SEDAR.

Item 4 Summary of Material Change

The Company announced it has completed the necessary due diligence and on August 23, 2021 the Company signed a Purchase and Sales Agreement (the "**PSA**") with TriVista Oil Co. LLC ("**TRI**") a corporation based in Texas to acquire certain operated producing properties in the Serbin Field in Texas (the "**Property**").

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

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The PSA requires G2 to pay a non-refundable 5% deposit (\$400,000.00 USD) on or about September 7th, 2021 to secure the transaction. The closing date of the transaction is scheduled to be on or about October 22nd, 2021. The final terms of this PSA require an additional cash payment of \$7.6 Million USD upon closing.

G2 is planning to finance the acquisition through a combination of a debt and equity to be determined in conjunction with its advisors. Furthermore, G2 is contemplating the payment of a finder's fee in shares or cash.

This transaction, as defined by the CSE Policy 8, will qualify as a Change of Business ("**COB**"). Final approval of this COB remains subject to a number of conditions which the company has acknowledged. Under the policies of the CSE this transaction constitutes a Fundamental COB and is subject to a complete review. This disclosure requires the market regulator to halt trading in the securities of G2 in order to complete the dissemination, review and acceptance of all required documentation as required by Sections 1.6 and 1.7. In essence, the Company is required to refile and reissue all documents affected by the change of business.

See the full news release attached hereto as 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

Slawek Smulewicz, Chief Executive Officer
Tel: 778-775-4985

Item 9 Date of Report

August 26, 2021.



G2 Technologies Signs Purchase and Sales Agreement for Producing Texas Oil Property

August 24, 2021 (Vancouver, BC): G2 Technologies Corp. (CSE:GTOO, OTCQB:GTGEF, FWB:1NZ.F) (the “**Company**” or “**G2**”) announces it has completed the necessary due diligence and on August 23, 2021 the Company signed a Purchase and Sales Agreement (the “**PSA**”) with TriVista Oil Co. LLC (“**TRI**”) a corporation based in Texas to acquire certain operated producing properties in the Serbin Field in Texas (the “**Property**”).

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The Chief Executive Officer of G2, Slawek Smulewicz, explained, *“This is the definitive step of our transition to becoming an oil and gas producing company. This transaction and the accompanying revenues that accrue are expected to be transformative to G2 as it will build a strong base for future acquisitions and a provide significant rerating of our valuation in the marketplace. We believe this strategy will maximize long term shareholder value by delivering the revenue generating properties G2 has currently targeted in the oil and gas sector”*.

On Behalf of the Board,

“Slawek Smulewicz”

Slawek Smulewicz
Chief Executive Officer and Director
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W : WWW.G2.ENERGY

About G2 Technologies Corp.

[G2 Technologies Corp.](http://G2.Technologies.Corp) is focused on developing industrial opportunities. G2’s head office is located in Vancouver, Canada.

The Canadian Securities Exchange has neither approved nor disapproved the information contained herein.



Forward-Looking Statements Caution. *Statements in this press release regarding the Company which are not historical facts are “forward-looking statements” that involve risks and uncertainties, such as the completion of the proposed acquisition. Such information can generally be identified by the use of forwarding-looking wording such as “may”, “expect”, “estimate”, “anticipate”, “intend”, “believe” and “continue” or the negative thereof or similar variations. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties such as the risk that the closing of the acquisition may not occur for any reason. The Company provides forward-looking statements for the purpose of conveying information about current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions may not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities may not be achieved. These risks and uncertainties include but are not limited those identified and reported in the Company’s public filings under the Company’s SEDAR profile at www.sedar.com. Forward-looking statements in this news release include the statements that list out the terms of the proposed acquisition. Actual results could differ materially from those currently anticipated due to factors such as: (i) the decision to not close the acquisition for any reason, including adverse due diligence results or CSE refusal of the acquisition; or (ii) adverse market conditions. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise unless required by law.*