

**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**

October 4, 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 October 6, 2021. A copy of the news release was filed on SEDAR.

**Item 4 Summary of Material Change**

The Company announced that further to its news releases dated August 25, 2021 and September 8, 2021, it has closed the second and final tranche of a non-brokered private placement financing issuing an aggregate total of 5,619,950 Units (each, a “**Unit**”) at a price of \$0.10 per Unit for total gross proceeds of \$561,995 (the “**Private Placement**”).

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that further to its news releases dated August 25, 2021 and September 8, 2021, it has closed the second and final tranche of a non-brokered private placement financing issuing an aggregate total of 5,619,950 Units (each, a “**Unit**”) at a price of \$0.10 per Unit for total gross proceeds of \$561,995 (the “**Private Placement**”).

The Company paid cash finder’s fees in the amount of \$35,213.40 to certain eligible finders in connection with applicable securities laws and Exchange policies in connection with this Private Placement.

Each Unit consisted of one (1) common share in the capital of the Company (the “**Common Shares**”) and one (1) transferrable common share purchase warrant (each, a “**Warrant**”).

Each Warrant entitles the holder thereof to purchase one share (each, a “**Warrant Share**”) at a price of \$0.15 per Warrant Share until 5.00p.m. (Vancouver time) on or before October 4, 2023, subject to certain acceleration provisions.

Together with the closing of the first tranche of the Private Placement on September 8, 2021, the total amount raised under the Private Placement is \$1,198,995.00 and a total amount of finder’s fees paid was \$62,093.40. The Company raised \$398,995.00 more than its anticipated announcement of \$800,000.00

Proceeds from the Private Placement are intended to be used in connection with the acquisition of certain operated producing oil properties in the Serbin Field in Texas as well as for general working capital.

As a subscriber to the Private Placement, John Costigan, a director and officer of G2, acquired indirectly, through 360,000 Units. The participation by an insider in the Private Placement is considered to be a “related party transaction” as defined under Multilateral Instrument 61-10

("MI 61-101"). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of G2's market capitalization.

The securities issued pursuant to the Private Placement and the Debt Settlements are subject to a statutory holder period of four (4) months plus one (1) day that expires on February 5, 2022.

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**

October 6, 2021.



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## G2 Technologies Corp. Announces the Closing of the Second and Final Tranche of Oversubscribed Non-Brokered Private Placement

*NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR  
FOR DISSEMINATION IN THE UNITED STATES*

**October 6, 2021 (Vancouver, BC): G2 Technologies Corp.** (CSE:GTOO, OTCQB:GTGEF, FWB:1NZ.F) (the “**Company**” or “**G2**”) announces today, that further to its news releases dated August 25, 2021 and September 8, 2021, it has closed the second and final tranche of a non-brokered private placement financing issuing an aggregate total of 5,619,950 Units (each, a “**Unit**”) at a price of \$0.10 per Unit for total gross proceeds of \$561,995 (the “**Private Placement**”).

The Company paid cash finder’s fees in the amount of \$35,213.40 to certain eligible finders in connection with applicable securities laws and Exchange policies in connection with this Private Placement.

Each Unit consisted of one (1) common share in the capital of the Company (the “**Common Shares**”) and one (1) transferrable common share purchase warrant (each, a “**Warrant**”).

Each Warrant entitles the holder thereof to purchase one share (each, a “**Warrant Share**”) at a price of \$0.15 per Warrant Share until 5.00p.m. (Vancouver time) on or before October 4, 2023, subject to certain acceleration provisions.

Together with the closing of the first tranche of the Private Placement on September 8, 2021, the total amount raised under the Private Placement is \$1,198,995.00 and a total amount of finder’s fees paid was \$62,093.40. The Company raised \$398,995.00 more than its anticipated announcement of \$800,000.00

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As a subscriber to the Private Placement, John Costigan, a director and officer of G2, acquired indirectly, through 360,000 Units. The participation by an insider in the Private Placement is considered to be a “related party transaction” as defined under Multilateral Instrument 61-10 (“MI 61-101”). The transaction is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101, as neither the fair market value of the securities being issued nor the consideration being paid exceeds 25% of G2’s market capitalization.

The securities issued pursuant to the Private Placement and the Debt Settlements are subject to a statutory holder period of four (4) months plus one (1) day that expires on February 5, 2022.

On Behalf of the Board,

**“Slawek Smulewicz”**

Slawek Smulewicz  
Chief Executive Officer and Director  
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E: [slawek@g2technologies.biz](mailto:slawek@g2technologies.biz)



## **About G2 Technologies Corp.**

G2 Technologies Corp. is focused on developing opportunities in clean tech and emerging technologies. 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.** This news release includes forward-looking statements that are subject to risks and uncertainties. All statements within, other than statements of historical fact, are to be considered forward-looking. 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 will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. These risks and uncertainties include but are not limited to, the Company's ability to complete the Financing, to raise sufficient capital in order to close the acquisition announced in the Company's news release dated August 24, 2021 and other risks and uncertainties identified and reported in the Company's public filings under the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com). 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.