

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

G2 Technologies Corp. (formerly Green 2 Blue Energy Corp.) (the “**Company**”)
Suite 209 – 1120 Hamilton Street
Vancouver, British Columbia, V6B 2S2

Item 2 Date of Material Change

February 3, 2022

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 February 3, 2022. A copy of the news release was filed on SEDAR.

Item 4 Summary of Material Change

The Company announced the second and final tranche closing of a non-brokered 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 December 21, 2021 and December 30, 2021, it has closed the second and final tranche of a non-brokered private placement financing issuing an aggregate total of 1,750,000 Units (each, a “**Unit**”) at a price of \$0.10 per Unit for total gross proceeds of \$175,000.00 (the “**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 February 3, 2024, subject to certain acceleration provisions.

Proceeds from the Private Placement are intended to be used in connection with the potential new acquisitions, as well as for general working capital.

The securities issued pursuant to the Private Placement are subject to a statutory holder period of four (4) months plus one (1) day that expires on June 4, 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

March 1, 2022.



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

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

February 3, 2022 (Vancouver, BC): G2 Technologies Corp. (CSE:GTOO, OTCQB:GTGEF, FWB:1NZ.F) (the “**Company**” or “**G2**”) announces today, that further to its news released dated December 21, 2021, it has closed the second and final tranche of a non-brokered private placement financing issuing an aggregate total of 1,750,000 Units (each, a “**Unit**”) at a price of \$0.10 per Unit for total gross proceeds of \$175,000.00 (the “**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**”).

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

On Behalf of the Board,

“Slawek Smulewicz”

Slawek Smulewicz
Chief Executive Officer and Director

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About G2 Technologies Corp.

[G2 Technologies Corp.](#) is focused on developing opportunities in the energy sector. 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.