

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

June 6, 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 June 6, 2022. A copy of the news release was filed on SEDAR.

Item 4 Summary of Material Change

The Company granted stock options to certain directors, officers and consultants in accordance with the provisions of its rolling incentive stock option plan. In addition, the Company issued the 5,000,000 Common Shares to an arm’s length finder in connection with the acquisition of the Masten Unit.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On June 6, 2022, the Company granted incentive stock options to purchase an aggregate amount of 3,150,000 common shares at an exercise price of \$0.20 per share for a period of five (5) years from issuance to certain directors, officers and consultants in accordance with the provisions of its rolling incentive stock option plan.

The grant of incentive stock options is subject to the policies of the Canadian Securities Exchange.

In addition, further to its news release dated June 1, 2022, the Company has issued the 5,000,000 Common Shares to an arm’s length finder along with the share purchase warrants entitling the finder to purchase 3,000,000 Common Shares at a price of \$0.30 per Common Share until June 2, 2024, provided that, if the closing price of the common shares is greater than CAD\$0.50 for ten (10) consecutive trading days, the Warrants will expire thirty (30) days after the date on which the Company provides notice of such fact to the holders thereof.

The securities issued to the Finder will be subject to a four-month plus one day hold period under applicable Canadian securities laws expiry on October 3, 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

June 10, 2022.



G2 Technologies Corp. Grant Incentive Stock Options and Issues Finder's Fee Shares and Finder's Warrants in Connection With Closing of Acquisition

Vancouver, B.C. June 6, 2022 - **G2 Technologies Corp.** (name change to **G2 Energy Corp.** is pending) (**CSE:GTOO, OTCQB:GTGEF, FWB:1NZ.F**) (the "Company" or "G2") announces today it has granted incentive stock options to purchase an aggregate amount of 3,150,000 common shares at an exercise price of \$0.20 per share for a period of five (5) years from issuance to certain directors, officers and consultants in accordance with the provisions of its rolling incentive stock option plan.

The grant of incentive stock options is subject to the policies of the Canadian Securities Exchange.

In addition, further to its news release dated June 1, 2022, the Company has issued the 5,000,000 Common Shares to an arm's length finder along with the share purchase warrants entitling the finder to purchase 3,000,000 Common Shares at a price of \$0.30 per Common Share until June 2, 2024, provided that, if the closing price of the common shares is greater than CAD\$0.50 for ten (10) consecutive trading days, the Warrants will expire thirty (30) days after the date on which the Company provides notice of such fact to the holders thereof.

The securities issued to the Finder will be subject to a four-month plus one day hold period under applicable Canadian securities laws expiry on October 3, 2022.

On Behalf of the Board,

"Slawek Smulewicz"

Slawek Smulewicz

President & CEO

O: +1 778 775 4985

E: slawek@g2.energy

W : WWW.G2.ENERGY

About G2 Technologies Corp.

G2 Technologies Corp. is a Canadian Securities Exchange listed company focused on acquiring and developing overlooked, low-risk, high return opportunities in the oil and gas sector. G2 is seeking to acquire a portfolio of risk-managed production and development opportunities onshore, U.S.A. In the near term, G2 is pursuing production acquisition opportunities with top-tier operating netbacks and infrastructure facilities to fast-track future production growth.

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 Company provides forward-looking statements for the purpose of conveying information about current expectations and plans relating to the future, including expectations for the effects of the proposed change of business of G2 to oil and gas, 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. Statements relating to “reserves” are also deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described exist in the quantities predicted or estimated and that the reserves can be profitably produced in the future. Actual results could differ materially from those currently anticipated due to factors such as: the performance of existing wells, the availability and performance of facilities and pipelines, the geological characteristics of G2’s properties, prevailing weather and break-up conditions, commodity prices, price volatility, price differentials and the actual prices received for the Company’s products, royalty regimes and exchange rates, the application of regulatory and licensing requirements, the availability of capital, labour and services, the creditworthiness of industry partners and G2’s ability to acquire additional assets. 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.