

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Prime Drink Group Corp. (“**Prime**” or the “**Corporation**”)
609 - 1188 avenue Union
Montréal, QC, H3B 0E5

Item 2. Date of Material Change

July 30th, 2024.

Item 3. News Release

A news release disclosing the information contained in this material change report was issued by the Corporation on July 31st, 2024 via Canadian Newswire and was subsequently filed on SEDAR⁺.

Item 4. Summary of Material Change

The Corporation closed a second tranche of its previously announced non-brokered private placement (the “**Second Tranche**”) of subscription receipts (the “**Subscription Receipts**”) for gross proceeds of \$1,195,000 at a price of \$0.625 per Subscription Receipt (the “**Offering**”) on July 30th, 2024.

Item 5. Full Description of Material Change

The Corporation closed a Second Tranche of its previously announced non-brokered private placement financing of Subscription Receipts, for gross proceeds of \$1,195,000 (the “**Second Tranche**”).

The Offering is being completed in connection with the previously announced transaction (the “**Transaction**”), whereby the Corporation will acquire all of the issued and outstanding shares of Triani Canada Inc. pursuant to an amended and restated share purchase agreement dated May 21, 2024 entered into among the Company, 9296-0186 Québec Inc. (“**9296**”), the shareholders of 9296, and Angelpart Ventures Inc. (collectively, the “**Vendors**”), with respect to the Transaction.

Subscription Receipts

The Second Tranche consisted of the sale of 1,912,000 Subscription Receipts at a price of \$0.625 per Subscription Receipt. Each Subscription Receipt will convert, without payment of any additional consideration and without any further action by the holder thereof, into one common share in the capital of Prime on a post-consolidation basis, subject to adjustment, upon satisfaction or waiver of certain escrow release conditions (the “**Escrow Release Conditions**”), including all of the conditions precedent required for the completion of the Transaction, pursuant to the terms of a Subscription Receipt Agreement (as defined herein).

The Subscription Receipts have been created and issued pursuant to the terms of a subscription receipt agreement (the “**Subscription Receipt Agreement**”) among Computershare Trust Company of Canada (the “**Subscription Receipt Agent**”) and the Corporation dated May 16, 2024. The gross proceeds from the sale of the Subscription Receipts shall be held in escrow by the Subscription Receipt Agent pending satisfaction or waiver of the Escrow Release Conditions. The Escrow Release Conditions are set forth in the Subscription Receipt Agreement

which provides that if the Escrow Release Conditions are not satisfied on or before the date that is 120 days from the closing of the Offering, then the Subscription Receipts shall be cancelled and the Subscription Receipt Agent shall distribute the escrowed funds to the holders of the Subscription Receipts, together with their pro rata share of interest earned thereon.

Other Information Regarding the Offering

The Subscription Receipts were offered by way of private placement pursuant to exemptions from prospectus requirements under applicable securities laws. The Subscription Receipts issued pursuant to the Second Tranche are subject to resale restrictions, including a hold period of four months and one day from the date of issuance pursuant to applicable Canadian securities laws.

The Corporation will pay cash finders' fees in the amount of \$14,040 in connection with the Second Tranche of the Offering, such amount equal to 6% of the proceeds received by the Corporation from subscribers to the Offering introduced to the Corporation by such finders, for a total of \$262,732.50 including cash finders' fees for the first tranche of the Offering.

The Corporation intends to use the net proceeds of the Offering to fund the Transaction, to develop its business and for working capital.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable

Item 7. Omitted Information

Not applicable

Item 8. Executive Officer

Jean Gosselin
Chief Financial Officer
Telephone: (514) 394-7717
Email: info@prime-group.ca

Item 9. Date of Report

August 6, 2024