

## 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**

October 15<sup>th</sup>, 2024.

**Item 3. News Release**

A news release disclosing the information contained in this material change report was issued by the Corporation on October 16, 2024 via Canadian Newswire and was subsequently filed on SEDAR<sup>+</sup>.

**Item 4. Summary of Material Change**

The Corporation closed a third tranche of its previously announced non-brokered private placement (the “**Third Tranche**”) of subscription receipts (the “**Subscription Receipts**”) for gross proceeds of \$1,193,500 at a price of \$0.625 per Subscription Receipt (the “**SR Offering**”) on October 15<sup>th</sup>, 2024. The Corporation also closed an offering of units (the “**Units**”) at \$1,000 per Unit for gross proceeds of \$1,000,000 (the “**Units Offering**”).

**Item 5. Full Description of Material Change**

The Corporation closed a Third Tranche of its previously announced non-brokered private placement financing of Subscription Receipts, for gross proceeds of \$1,193,500.

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 Third Tranche consisted of the sale of 1,909,600 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 five common share in the capital of Prime, 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, as amended. 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.

### **Units Offering**

The Units Offering consisted of the sale of 1,000 Units at a price of \$1,000 per Unit. Each Unit is comprised of 6,250 Common Shares and 6,250 share purchase warrants (the “**Warrants**”), resulting in the aggregate issuance of 6,250,000 Common Shares at a deemed price per share of \$0.16 and 6,250,000 Warrants. Each Warrant entitles the holder to purchase an additional Common Share at a price of \$0.16 per Common Share for a period of two years.

### **Other Information Regarding the SR Offering and Units Offering**

The Units and Subscription Receipts were offered by way of private placement pursuant to exemptions from prospectus requirements under applicable securities laws. The Units and Subscription Receipts issued pursuant to the Third 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 \$69,000 in connection with the Third 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.

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](mailto:info@prime-group.ca)

**Item 9. Date of Report**

October 21, 2024