

FORM 51-102F3

Material Change Report

Item 1. Name and Address of Company

Prime Drink Group Corp. (“**Prime**” or the “**Company**”)

609 - 1188 avenue Union
Montréal, QC, H3B 0E5

Item 2. Date of Material Change

October 31, 2024.

Item 3. News Release

A news release disclosing the information contained in this material change report was issued by the Company on November 1, 2024 via Canadian Newswire and was subsequently filed on SEDAR⁺.

Item 4. Summary of Material Change

The Company closed its acquisition of all the issued and outstanding shares (“**Triani Shares**”) of Triani Canada Inc. (the “**Transaction**”) from 9296-0186 Québec Inc. (“**9296**”) and Angelpart Ventures Inc. (collectively, the “**Vendors**”), pursuant to the amended and restated share purchase agreement dated August 7, 2024 (the “**Amended and Restated SPA**”) entered into between the Vendors, the shareholders of 9296, and Prime.

Item 5. Full Description of Material Change

The Company closed its acquisition of the Triani Shares from the Vendors, pursuant to the Amended and Restated SPA.

Acquisition of Triani

Pursuant to the Amended and Restated SPA, Prime acquired the Triani Shares from the Vendors in consideration for:

(i) CAD\$11,400,000 payable through the issuance of an aggregate of 91,200,000 common shares in the capital of Prime (“**Prime Shares**”) at a deemed price of \$0.125 per Prime Share; and

(ii) the issuance of 11,200,000 common share purchase warrants (a “**Prime Warrant**”), each Prime Warrant is exercisable for one Prime Share at a price of \$0.125 per share and expires twelve (12) months from the closing date of the Transaction (the “**Closing Date**”).

In addition to the foregoing purchase price for the Triani Shares, subject to Triani achieving certain EBITDA targets, the Company may pay to 9296, additional consideration in an amount of up to \$23,500,000 payable through the issuance of Prime Shares (the “**Bonus Consideration**”) at a deemed price of \$0.125 per share for any Bonus Consideration payable in the fiscal years ended March 31, 2025 and 2026, and \$0.16 per share for any Bonus Consideration payable in the fiscal year ended March 31, 2027.

Subscription Receipt and Unit Financing

In connection with the closing of the Transaction, the proceeds raised from the issuance of a total of 12,275,400 subscription receipts of the Company (the “**Subscription Receipts**”) – issued at a price of \$0.625 per Subscription Receipt for aggregate gross proceeds of \$7,672,125, pursuant to a non-brokered best efforts private placement financing (the

“**Subscription Receipt Offering**”) – were released from escrow and the Subscription Receipts were converted into a total of 61,377,000 Prime Shares at a ratio of five (5) Prime Shares for each outstanding Subscription Receipt.

In addition, and in connection with the Transaction, the Company closed an offering of units of the Company (the “**Unit Offering**”) with an accredited investor for gross proceeds of \$1,000,000 through the issuance of 1,000 units of the Company (a “**Unit**”) at a price of \$1,000 per Unit. Each Unit was comprised of 6,250 Prime Shares and 6,250 share purchase warrants (the “**Unit Warrants**”), resulting in the aggregate issuance of 6,250,000 Prime Shares at a deemed price per share of \$0.16 and the issuance of 6,250,000 Unit Warrants. Each Unit Warrant entitles the holder to purchase a Prime Share at a price of \$0.16 per Prime Share for a period of two (2) years.

As such, through the Unit Offering and Subscription Receipt Offering, the Company raised aggregate gross proceeds of \$8,672,125.

In connection with the Transaction and in accordance with the policies of the Canadian Securities Exchange (the “**CSE**”), the Company filed an updated listing statement dated October 30, 2024 (the “**Listing Document**”) on SEDAR+ and the CSE’s website, regarding the anticipated business of the Company post-closing of the Transaction and that includes the financial statements of Triani for the annual periods ended March 31, 2024 and 2023, as well as the interim financial statements of Triani for the period ended June 30, 2024.

Share Capitalization of the Company

After giving effect to the Transaction, the Subscription Receipt Offering, and the Unit Offering, the following securities of Prime are issued and outstanding as of the Closing Date (subject to certain adjustments): (i) 337,173,212 Prime Shares, (ii) 17,450,000 warrants; and (iii) 5,500,000 stock options. In addition, a total of 5,235,000 stock options of the Company will be granted to certain officers and employees of the Company as of the Closing Date. For further details on the share capitalization of the Company post-closing of the Transaction, refer to the Listing Document available on the Company’s SEDAR+ profile.

Principals of the Company

In connection with the closing of the Transaction, the Company’s board of directors is comprised as follows: Alexandre Côté, Antoine Alonzo (appointed as of the Closing Date), Raimondo Messina, Dominique Primeau, Germain Turpin, Jean-Denis Côté (appointed as of the Closing Date), and Samuel Cousineau Bourgeois (appointed as of the Closing Date). In addition, the Company’s executive management is comprised as follows: Alexandre Côté as Chief Executive Officer, Tristan Bourgeois-Cousineau as President, Joannie Couture as Vice President, Antoine Alonzo as Chief Financial Officer and Corporate Secretary, and Raimondo Messina as Chief Strategy Officer.

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

November 11, 2024