

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1. Name and Address of Company

AmmPower Corp. ("**AMMP**" or the "**Company**")
5 Hazelton Avenue Suite 400
Toronto, Ontario M5R 2E1

Item 2. Date of Material Change

February 16, 2022

Item 3. News Release

A news release was disseminated on February 16, 2022 and subsequently filed under the Company's profile on SEDAR.

Item 4. Summary of Material Change

On February 16, 2022, the Company announced that it has closed its previously announced sale of units to a single U.S. institutional investor, for gross proceeds of approximately C\$3,000,000, on a private placement basis in the United States (the "**Private Placement**").

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On February 16, 2022, the Company announced that it has closed its previously announced sale of units to a single U.S. institutional investor, for gross proceeds of approximately C\$3,000,000, on a private placement basis in the United States.

Pursuant to the Private Placement, the Company issued 7,142,858 units (the "**Units**") at a price of C\$0.42 per Unit. Each Unit is comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (the "**Warrants**"). Each Warrant entitles the holder to purchase one Common Share (the "**Warrant Shares**") at an exercise price of C\$0.52 per Warrant Share, subject to adjustment, at any time on or prior to 5:00 p.m. (Eastern Standard Time) on February 16, 2027.

H.C. Wainwright & Co. ("**H.C. Wainwright**") acted as the exclusive placement agent for the Private Placement.

H.C. Wainwright received (i) a cash commission of \$240,000 (equal to 8% of the gross proceeds of the Private Placement) and (ii) 571,429 compensation warrants (the "Agent Warrants"). Each Agent Warrant entitles the holder thereof to purchase one Common Share at an exercise price of C\$0.42 per Common Share at any time on or prior to 5:00 pm (Eastern Standard Time) on February 16, 2027.

In the United States, the Common Shares, Warrants and Warrant Shares issuable upon exercise of the Warrants were offered on a private placement basis pursuant to exemptions from the registration requirements of the United States Securities Act of 1933, as amended.

The Company intends to use the net proceeds of the Private Placement for research and product development activities and for general working capital purposes.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

There is no information of a material nature that has been omitted.

Item 8. Executive Officer

For further information, please contact Faizaan Lalani, Chief Financial Officer of the Company, at 604-602-0001.

Item 9. Date of Report

February 17, 2022.

Forward-Looking Information: This report contains "forward-looking information" within the meaning of applicable Canadian securities laws and may also contain statements that may constitute "forward-looking statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. The "forward-looking information" herein may include, but is not limited to, the use of the net proceeds of the Private Placement and the receipt of all necessary regulatory and stock exchange approvals for the Private Placement.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking information. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements depending on, among other things, the risks and uncertainties relating to direct and indirect material adverse effects from the COVID-19 pandemic; inability to obtain future financing on suitable terms; failure to obtain required regulatory and other approvals; risks inherent in the mining and alternative energy sector; changes in applicable laws and regulations; and failure to comply with applicable laws and regulations.

Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward-looking information in this report. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. The statements in this report are made as of the date of this report.