

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

Item 1. Name and Address of Company

AmmPower Corp. (“AMMP” or the “Company”)
5 Hazelton Avenue
Toronto, ON M5R 2E1

Item 2. Date of Material Change

October 16, 2023

Item 3. News Release

A news release was disseminated on October 16, 2023, and subsequently filed under the Company’s profile on SEDAR.

Item 4. Summary of Material Change

On October 16, 2023, the Company announced that it had entered into a debt settlement agreement.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has settled outstanding indebtedness (the “**Debt Settlement**”) of the Company in the aggregate amount of \$85,000 USD (\$116,348 CDN) (the “**Debt**”), pursuant to the terms of a debt settlement agreement with a director of the Company (the “**Creditor**”). In settlement of the Debt, the Company has issued an aggregate of 1,723,674 common shares of the Company (the “**Common Shares**”) to the Creditor at a price of \$0.0675 CDN per Common Share.

All securities issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

The securities issued constitute a Related Party Transaction within the meaning of Multilateral Instrument 61-101 – *Protection of Minority Security Holdings in Special Transactions* (“**MI 61-101**”). The Company relied on exemptions from the formal valuation and minority approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of Common Shares, nor the consideration paid for the Common Shares, exceeded 25% of the Company’s market capitalization.

The Company does not anticipate that the Debt Settlement will have a material effect on the Company’s business and affairs.

The Company did not file a material change report more than 21 days before the expected closing of the Debt Settlement because the details were not settled until shortly prior to closing of the Debt Settlement and the Company wished to close on an expedited basis for business reasons.

Written consent resolutions of the board of directors of the Company were passed in accordance with the *Business Corporation Act* (British Columbia) approving the Debt Settlement. The Creditor abstained from voting on the resolutions as a result of his disclosable interest. No special committee was established in connection with the Debt Settlement and no material contrary view was expressed by a director.

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 Gary Benninger, Chief Executive Officer, at 248.579.5698

Item 9. Date of Report

October 16, 2023