

**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

August 26, 2024

Item 3. News Release

A news release was disseminated on August 26, 2024, and subsequently filed under the Company’s profile on SEDAR.

Item 4. Summary of Material Change

On August 26, 2024, 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 \$614,696.49 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 will issue an aggregate of 4,997,533 common shares of the Company (the “**Common Shares**”) to the Creditor at a price of \$0.123 CDN per Common Share.

All Common Shares issued in connection with the Debt Settlement are subject to a statutory four month hold period in accordance with the policies of the Canadian Securities Exchange and applicable securities laws.

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.

None of the securities issued in connection with the Debt Settlement have been or will be registered under the United States Securities Act of 1933, as amended (the “**1933 Act**”), and none may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act.

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

August 26, 2024