

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 22, 2024

Item 3. News Release

A news release was disseminated on October 22, 2024 and subsequently filed under the Company’s profile on SEDAR.

Item 4. Summary of Material Change

On October 22, 2024 the Company announced a strategic collaboration with FuelCell Energy, Inc. (Nasdaq: FCEL) (“FuelCell Energy”), to participate in pilots of distributed ammonia production.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The partnership will result in the integration of AmmPower's modular ammonia production units with FuelCell Energy’s highly efficient solid oxide electrolyzer systems, improving clean ammonia production efficiencies and opening new commercial avenues. Ammonia is a critical ingredient for the production of fertilizer, which is essential for agriculture and food security around the globe.

The Technology

AmmPower's proprietary Independent Ammonia Making Machine (IAMM™) is designed to produce up to four metric tons of carbon-free ammonia daily using renewable electricity. By coupling this technology with Fuel Cell Energy's solid oxide electrolyzer, which operates with high efficiency, and integrates excess heat from the ammonia production process, the joint effort is expected to reduce energy consumption by over 25% compared to traditional alkaline or PEM-based processes.

FuelCell Energy’s Solid Oxide Electrolyzer Cell produces hydrogen at nearly 90 percent electrical efficiency without excess heat and can reach 100 percent efficiency when using excess heat. Hydrogen produced from electrolysis can be stored long term and transported, allowing energy from wind, solar, and nuclear to be available on demand.

"Partnering with Fuel Cell Energy allows AmmPower to utilize state-of-the-art electrolyzer technology that significantly enhances the efficiency of our IAMM™ Complete units," said Dr. Zhenyu Zhang, Chief Technologist of AmmPower. "We are excited about the potential of this integration in optimizing the green ammonia production."

"Our platforms are responsive to the clean energy goals of organizations and governments around the world, and we are particularly pleased to bring our technology to the important work of ammonia production to support global food security," said Jason Few, President & CEO of FuelCell Energy.

"As we look forward, our focus is on applying these advanced technologies to meet the critical needs of agriculture and industrial sectors, where ammonia plays a key role," noted Dr. Gary Benninger,

AmmPower CEO. "This partnership is about more than just technological innovation—it's about providing practical solutions that enhance productivity and sustainability in vital industries."

AmmPower and FuelCell Energy are committed to advancing ammonia production technologies that support sustainable agricultural practices and industrial applications, reducing the environmental footprint while enhancing operational efficiencies.

The Company also announces that Mr. Rene Bharti has resigned as President effective Monday October 21 2024. Mr. Bharti will focus on his role as VP Business Development of a publicly traded lithium company based in Val-D'or Quebec, Canada. AmmPower would like to take this opportunity to thank Mr. Bharti for his valuable service and to wish him the very best in his future endeavors.

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 (604) 372-3707.

Item 9. Date of Report

October 22, 2024