

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

ITEM 1. NAME AND ADDRESS OF COMPANY

GOAT Industries Ltd. (the "**Company**")
Suite 2200, 885 West Georgia St.
Vancouver, BC V6C 3E8

ITEM 2. DATE OF MATERIAL CHANGE

March 21, 2024

ITEM 3. NEWS RELEASE

Issued on March 21, 2024 and distributed through the facilities of Newswire Corp.

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announces that further to its news release dated March 14, 2024, it has issued 320,000 units (each a "**Unit**") at a price of \$0.109 per share to settle outstanding indebtedness in the aggregate amount of \$34,880 (the "**Debt**") pursuant to debt settlement agreements with certain creditors of the Company. Each Unit will be comprised one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"), with each Warrant exercisable for a period of two (2) years at a price of C\$0.15 per Warrant.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

The Company announces that further to its news release dated March 14, 2024, it has issued 320,000 units (each a "**Unit**") at a price of \$0.109 per share to settle outstanding indebtedness in the aggregate amount of \$34,880 (the "**Debt**") pursuant to debt settlement agreements with certain creditors of the Company. Each Unit will be comprised one common share in the capital of the Company (a "**Common Share**") and one common share purchase warrant (a "**Warrant**"), with each Warrant exercisable for a period of two (2) years at a price of C\$0.15 per Warrant.

The company completed the Debt settlement in order to enhance its financial standing by diminishing its current liabilities. All securities issued by the Company are subject to a standard four-month hold period from the date of issue. The Company received acceptance of the debt settlement from the Canadian Securities Exchange.

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

Not applicable.

ITEM 6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7. OMITTED INFORMATION

Not applicable.

ITEM 8. EXECUTIVE OFFICER

Contact: Michael Leahy, Chief Executive Officer and Director
Telephone: 1-833-4-GOAT-IR

ITEM 9. DATE OF REPORT

March 21, 2024