

**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**

April 9, 2024

**ITEM 3. NEWS RELEASE**

Issued on April 9, 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 April 3, 2024, it has issued 465,689 units (each a "**Unit**") at a price of \$0.09 per share to settle outstanding indebtedness in the aggregate amount of \$41,912.01 (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 3, 2024, it has issued 465,689 units (each a "**Unit**") at a price of \$0.09 per share to settle outstanding indebtedness in the aggregate amount of \$41,912.01 (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**

April 9, 2024