

FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company

HydroGraph Clean Power Inc. (the "**Company**" or "**HydroGraph**")
403 - 580 Hornby Street
Vancouver, BC V6C 3B6

2. Date of Material Change

September 14, 2022

3. News Release

A news release disclosing the material change was disseminated through various approved public media and filed on SEDAR on September 15, 2022.

4. Summary of Material Change

HydroGraph announced that it has closed its previously announced non-brokered private placement of units of the Company (the "**Units**"), pursuant to which the Company issued 35,151,666 Units at a price of \$0.12 per Unit, for aggregate gross proceeds of \$4,218,199.96.

5.1 Full Description of Material Change

HydroGraph announced that it has closed its previously announced non-brokered private placement of Units, pursuant to which the Company issued 35,151,666 Units at a price of \$0.12 per Unit, for aggregate gross proceeds of \$4,218,199.96.

Each Unit consists of one common share in the capital of the Company (each, a "**Common Share**") and one half of one common share purchase warrant of the Company (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to purchase one Common Share (each a "**Warrant Share**") at a price of \$0.20 per Warrant Share for a period of 24 months after the closing date of the Private Placement (the "**Closing Date**").

Haywood Securities Inc. and PowerOne Capital Markets Limited (the "**Finders**") acted as finders in connection with the Private Placement. The Company paid a finder's fee equal to 7% of the gross proceeds raised by each Finder, and issued finder's warrants (the "**Finder's Warrants**") equal to 7% of the aggregate number of Units issued to the subscribers sourced by each Finder. Each Finder's Warrant entitles the holder thereof to acquire one finder's unit (the "**Finder's Unit**") at a price of \$0.12 for a period of two years from the Closing Date, subject to acceleration in accordance with the Warrant Acceleration Right. Each Finder's Unit is identical to the Units issued under the Private Placement.

The Warrants and Finder's Warrants are subject to an acceleration right (the "**Warrant Acceleration Right**"), exercisable by the Company, if on any ten consecutive trading days the daily volume weighted average trading price of the Common Shares on the Canadian Securities Exchange is \$0.30 or greater per Common Share. If the Company exercises its Warrant Acceleration Right, the new expiry date of the Warrants and of the Finder's Warrant will be the 30th day following the notice of such exercise.

Certain insiders participated in the Private Placement. As a result of their participation, the Private Placement is considered a "related party transaction" for purposes of Multilateral Instrument 61-

101 - Protection of Minority Shareholders in Special Transactions (“**MI 61-101**”). The Company relied on the exemptions from the formal valuation and minority shareholder approval requirements contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101 since the fair market value of the Private Placement does not exceed 25% of the Company’s market capitalization.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Kjirstin Breure, President, kjirstin@hydrograph.com, (604-220-3120)

9. Date of Report

This report is dated September 23, 2022.