FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1: Name and Address of Company

Aero Energy Limited (the "**Company**")
Suite 918, 1030 West Georgia Street
Vancouver, British Columbia, V6E 2Y3

Item 2: Date of Material Change

December 23, 2025.

Item 3: News Release

News releases announcing the material change were issued on December 19, 2025 and December 23, 2025 (the "**News Releases**") through Newsfile Corp. and subsequently filed under the profile for the Company on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced that effective December 23, 2025 it implemented its share consolidation on the basis of ten (10) pre-consolidation Shares for every one (1) post-consolidation Share (the "**Consolidation**"). The Company's name and stock symbol will remain unchanged following the Consolidation.

Item 5.1: Full Description of Material Change

The Company announced that effective December 23, 2025 it implemented its share consolidation on the basis of ten (10) pre-consolidation Shares for every one (1) post-consolidation Share (the "**Consolidation**"). The Company's name and stock symbol will remain unchanged following the Consolidation.

The Company's original 181,516,273 Shares issued and outstanding were consolidated to approximately 18,151,638 Shares issued and outstanding. The new CUSIP number will be 00792K206 and the new ISIN will be CA00792K2065 for post Consolidation Shares.

No fractional shares will be issued as a result of the Consolidation. Any fractional shares resulting from the Consolidation will be rounded up or down to the nearest whole Share. The Company's outstanding incentive stock options, warrants, and any convertible securities will be adjusted on the same basis (10:1) to reflect the Consolidation in accordance with their respective terms with proportionate adjustments to be made to the exercise prices.

Letters of transmittal with respect to the Consolidation will be mailed to all registered shareholders of the Company. All registered shareholders holding share certificates of the Company will be required to send their respective certificates representing the pre-Consolidation Shares along with a properly executed letter of transmittal to the Company's transfer agent, Computershare Investor Services Inc. (the "**Transfer Agent**"), in accordance with the instructions provided in the letter of transmittal. Additional copies of the letter of transmittal can be obtained through the Transfer Agent at 1-800-564-6253 or by e-mail to corporateactions@computershare.com. All shareholders who submit a duly completed letter of transmittal along with their respective pre-Consolidation Share certificate(s) to the Transfer Agent, will receive a post Consolidation Share certificate or Direct Registration Advice representing the post Consolidation Shares.

Item 5.2: Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7: Omitted Information

No information was omitted.

Item 8: Executive Officer

Carson Halliday, CFO

Tel: (778) 227-9259

Item 9: Date of Report

January 2, 2026