**FORM 51-102F3**

**Material Change Report**

**Item 1 Name and Address of Company**

Maritime Launch Services Inc. ("**Maritime Launch**" or the "**Corporation**")
303-1883 Upper Water Street
Halifax, Nova Scotia
Canada  B3J 1S9

**Item 2 Date of Material Change**

December 8, 2023

**Item 3 News Release**

The news release describing the material change referred to herein was issued by the Corporation and released on December 8, 2023, disseminated through the facilities of a recognized newswire service and filed on SEDAR.

**Item 4 Summary of Material Change**

Maritime Launch announces closing of non-brokered private placement of convertible debentures.

**Item 5.1 Full Description of Material Change**

On December 8, 2023, Maritime Launch announced that it has closed, effective December 8, 2023, its previously announced non-brokered private placement (the "**Offering**") of unsecured convertible debentures (the "**Debentures**") for gross proceeds of $2,282,000. The Company intends to use the net proceeds from the Offering to advance Spaceport Nova Scotia and for general working capital.

The issuance of the Debentures pursuant to the Offering was completed on a private placement and prospectus exempt basis, such that the issuances are exempt from any applicable prospectus and securities registration requirements.

The Debentures will bear cash interest ("**Cash Interest**") at a rate of 10% per annum, payable quarterly, as well as paid in-kind interest ("**PIK Interest**") consisting of 5% of the outstanding Debentures in Common Shares of the Company (a "**Common Share**") at a price of $0.12 per Common Share and, unless repaid or converted, will mature 12 months from the date of issuance (the "**Maturity Date**").

The outstanding principal amount and any accrued unpaid interest thereon is convertible any time up until the Maturity Date at the election of the holder into

Common Shares of the Company at a price per Common Share of $0.12, subject to anti-dilution provisions (“**Conversion Price**”). Each Debenture will be accompanied by one common share purchase warrant (a “**Warrant**”) for each whole $0.48 principal amount of Debentures issued. Each Warrant will be exercisable at a price of C$0.15 any time prior to the date that is five (5) years from the completion of the Offering.

The Company may choose to prepay the Debentures prior to the Maturity Date, at which point the holders may each elect, solely at the option of each holder, to be repaid in cash with an early repayment payment of 10% of the principal amount outstanding, or to convert the principal and any accrued, unpaid interest into Common Shares at the Conversion Price. The Debentures will rank equally with other unsecured debt of the Company.

PowerOne Capital Markets Limited acted as a finder in connection with a portion of the Offering. In connection with the Offering, the Company paid aggregate cash finder's fees of $142,650 and issued 1,585,000 finder's warrants (each, a "**Finder Warrant**"), each Finder Warrant being exercisable into one Common Share at a price of $0.12 per Common Share for a period of 5 years from the date of Closing.

The Offering may be considered a related-party transaction pursuant to Multilateral Instrument 61- 101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") due to participation by Sasha Jacob, director and Chair of the Company and an institutional investor in the Company who holds more than 10% of the issued and outstanding Common Shares (on an as-converted basis). In connection with the Offering, related parties of the Company subscribed for $890,000 of the gross proceeds. The company was exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the related-party participation in the Offering in reliance of sections 5.5(a) and 5.7(1)(a) of MI 61-101. The Company did not announce the Offering 21 days in advance of closing, which the company deemed reasonable in the circumstances so as to be able to avail itself of potential financing opportunities and complete the offering in an expeditious manner and because the related party participation in the Offering was not known to the Company until November 27, 2023. Related party participation did not materially affect control of the Company.

**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**

Not applicable

**Item 8 Executive Officer**

For more information please contract:

Keith Abriel
Chief Financial Officer
Keith.abriel@maritimelaunch.com
902.403.0441

**Item 9 Date of Report**

December 8, 2023

**Forward Looking Statements**

*This document contains "forward-looking statements" within the meaning of applicable securities laws. All statements contained herein that are not clearly historical in nature may constitute forward-looking statements.*

*Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein include, but are not limited to, statements regarding: development of Spaceport Nova Scotia which may be impacted by the ability of Maritime Launch to secure financing on suitable terms.*

*Forward-looking statements in this document are based on certain assumptions and expected future events, namely: the Company's ability to continue as a going concern; the Company's ability to continue to develop revenue-generating applications; continued approval of the Company's activities by the relevant governmental and/or regulatory authorities; the continued growth of the Company; the Company's ability to finance its operations until profitability can be achieved and sustained.*

*These statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from those expressed or implied by such statements, including but not limited to: the potential inability of the Company to continue as a going concern; risks associated with potential governmental and/or regulatory action with respect to the Company's operations; the inability of the Company to provide the enumerated services; and availability of launch vehicles.*

*Readers are cautioned that the foregoing list is not exhaustive. Readers are further cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.*

*Forward-looking statements contained in this document are expressly qualified by this cautionary statement and reflect the Company's expectations as of the date hereof and are subject to change thereafter. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise or to explain any material difference between subsequent actual events and such forward-looking information, except as required by applicable law.*