FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Power Group Projects Corp. (the "Company")
Suite 520 – 999 West Hastings Street
Vancouver, BC
V6C 2W2

Item 2. Date of Material Change

May 31, 2022

Item 3. News Release

A news release was disseminated on May 24, 2022 through Newsfile Corp. and subsequently filed on SEDAR.

Item 4. Summary of Material Change

The Company is pleased to announce the appointment of Mr. Scott Hayduk to the board of directors of the Company.

Item 5.1 Full Description of Material Change

See attached news release dated May 24, 2022.

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 has been intentionally omitted from this material change report.

Item 8. Executive Officer

Aleem Nathwani, CEO
604.290.7073

Item 9. Date of Report

May 31, 2022

POWER GROUP ANNOUNCES APPOINTMENT OF DIRECTOR

May 24, 2022 – Toronto, Ontario - Power Group Projects Corp. (TSXV: PGP) (the "**Company**") is pleased to announce the appointment of Mr. Scott Hayduk to the board of directors of the Company effective the date hereof. Mr. Hayduk is a Corporate Finance Professional with over 20 years of Investment Banking & Corporate Advisory experience. Scott has spent most of his career specializing in the Americas, MENA, Europe and Asia /Asia Pacific Oil & Gas Producers, Energy Infrastructure, Oil & Gas Services and Oil & Gas Technology Special Situations. He started his career with BMO Nesbitt Burns and spent most of his career with employee-owned and highly successful Canadian boutique Investment Bank, Orion Securities, through its purchase by Macquarie Bank as a Director. Scott has worked on several billion dollars of Equity, Debt and M&A transactions, respectively. Mr. Hayduk has served as both Director and Officer of numerous Public and Private companies.

For further information, please contact:

Aleem Nathwani
Chief Executive Officer and Chairman
Tel: (604) 290-7073
Email: aleem.nathwani@gmail.com

Cautionary Statement on Forward-Looking Information

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

This news release contains certain "forward-looking information" within the meaning of applicable securities laws. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.