Form 51-102F3
Material Change Report

Item 1. Name and Address of Corporation

PyroGenesis Inc. (the “Corporation”)
1100 René-Lévesque Boulevard West, Suite 1825
Montréal, Québec, Canada, H3B 4N4

Item 2. Date of Material Change

May 2, 2025

Item 3. News Release

A news release in respect of the material change was issued on May 5, 2025 through Globe Newswire.

Item 4. Summary of Material Change

On May 2, 2025, the Corporation completed a non-brokered secured loan with P. Peter Pascali of up to $5,750,000.

Item 5. Full Description of Material Change

On May 2, 2025 (the “Effective Date”), the Corporation completed a non-brokered secured loan (the “Loan”) with P. Peter Pascali of up to $5,750,000 (the “Lender”). Mr. Pascali, President and CEO of the Corporation, is a related party thereto. The Loan may be advanced in one or more tranches (not exceeding three in total), at such times and in such amounts as shall be mutually agreed upon by the parties to the Loan, provided that the final tranche shall be advanced no later than forty-five (45) days following the Effective Date.

The Loan includes a one-time, non-refundable, upfront fee of $300,000, and bears an interest rate of 5% per annum for the first year and 18% per annum thereafter. Interest is to be paid monthly. The Loan will mature three years following the effective date of the Loan. However, the Corporation has the right to prepay the balance of the Loan at any time upon five days prior written notice to the Lender.

The Loan will be secured by a hypothec on the universality of movable and immovable property over all of the present and after acquired moveable property and assets of the Corporation.

Upon the funding of the Loan (or each tranche thereof), the Lender shall be issued share purchase warrants (“Warrants”) to purchase common shares of the Corporation (“Common Shares”) equal to the value of the Loan amount funded (or applicable tranche) divided by the “Current Market Price”. The “Current Market Price” means $0.458, which represents the volume-weighted average trading price of the Common Shares on the Toronto Stock Exchange for the ten (10) trading days immediately preceding the Effective Date. The total number of Warrants which may be issued pursuant to the Loan is 12,554,585. The Warrants shall: (i) have an exercise price equal to the Current Market Price; (ii) be exercisable for a period of four (4) years from the date of issuance; and (iii) be subject to customary anti-dilution adjustments for stock splits, consolidations, reclassifications, and similar events.

Assuming (a) all of the Warrants issuable pursuant to the Loan are issued, (b) all of said Warrants are exercised, and (c) taking into consideration the number of issued and outstanding Common Shares as of the date of this Material Change Report, the Lender would beneficially own and exercise control or direction over 91,945,366 Common Shares (representing approximately 46% of the issued and outstanding Common Shares).

The Corporate intends to use the proceeds of the Loan for working capital and general corporate purposes.

The Loan, including the issuance of the Warrants and any Common Shares issuable upon exercise thereof, has been conditionally approved by the Toronto Stock Exchange, subject to customary post-closing conditions.

Item 6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

None

Item 8 Executive Officer

For further information, please contact P. Peter Pascali, President and Chief Executive Officer of the Corporation, at (514) 937-0002 or ir@pyrogenesis.com.

Item 9. Date of Report

May 5, 2025