FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company

Earth Alive Clean Technologies Inc. (“**Earth Alive**” or the “**Company**”)
1560-1050 Côte du Beaver Hall
Montréal, QC H2Z 1S4

2. Date of Material Change

January 17, 2025.

3. News Release

News release was disseminated on January 17, 2025, through Newswire and can be found under the Company's SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change

On January 17, 2025, the Company announced its intention to complete a sale transaction and ancillary steps (collectively, the “**Transaction**”) pursuant to a Subscription Agreement dated January 17, 2025 (the “**Subscription Agreement**”), between the Company and 9530-8086 Québec Inc. (the “**Purchaser**”).

5. Full Description of Material Change

On January 17, 2025, the Company announced its intention to complete the Transaction pursuant to the Subscription Agreement.

The promoters of the Purchaser comprises a group of investors, including Mr. Erik Bomans (a director of the Company) and Mr. Nikolaos Sofronis (a director and the chief executive officer of the Company). The Subscription Agreement was entered into in connection with the Company’s proceedings (the "**Restructuring Proceedings**") under the Bankruptcy and Insolvency Act (Canada) (the “**BIA**”) and the related sales and investment solicitation process (the “**SISP**”) approved by the Superior Court of Québec (the “**Court**”), whereby the Purchaser was selected as the successful bidder under the SISP.

The Transaction, as contemplated under the Subscription Agreement, provides, among other things, that

(i) the Purchaser will subscribe for certain common shares in the capital of the Company, in consideration for releasing the Company from repayment of the aggregate amounts outstanding under the interim financing made available to the Company in the amount of up to C$1,720,000 in connection with the Restructuring Proceedings (the “**Interim Financing**”), as well as certain other loans made available by certain insiders of the Company in the aggregate principal amount of C$750,000 (the “**Pre-Filing Loans**”), which such Interim Financing and Pre-Filing Loans will be assigned by the lenders thereunder to and assumed by the Purchaser prior to the closing of the Transaction, such that the Investor will be a secured creditor of the Company at the closing;

(ii) all other equity interest in the Company will be cancelled, for no consideration; and

(iii) upon closing of the transaction contemplated under the Subscription Agreement, the Purchaser will hold all of the issued and outstanding common shares of the Company, all on and subject to the terms and conditions of the Subscription

Agreement. The Subscription Agreement contemplates the assumption of the vast majority of the Company’s indebtedness and the continuation of the employment of all of the Company’s employees.

The Transaction is a result of the implementation of the SISP, is conditional upon the obtention of a partial revocation order from the *Autorité des marchés financiers* (Québec) as well as the approval of the Court, among other things, and is to be given effect by way of a reverse vesting order and certain ancillary relief, to be granted with the BIA proceedings.

The Company intends to file an application seeking approval of the Transaction in the coming days. Following the completion of the Transaction, it is expected that the Company will cease to be a petitioner in the Restructuring Proceedings and the Company intends to apply for a cease to be a reporting issuer order for ceasing to be a reporting issuer in all jurisdictions of Canada.

Additional information related to the BIA proceedings can be found on the Trustee's website at the following address: https://www.raymondchabot.com/en/companies/public-records/earth-alive-clean-technologies-inc/.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) of Regulation 51-102.

7. Omitted Information

No information has been omitted on the basis that it is confidential information.

8. Executive Officer

For more information, contact Nikolaos Sofronis, CEO, at 514 462-1628 or nsofronis@earthalivect.com.

9. Date of Report

January 22, 2025.