Form 51-102F3
Material Change Report

PURSUANT TO SECTION 7.1 OF NATIONAL INSTRUMENT 51-102

Name and Address of Company

Hydreight Technologies Inc. (the "**Issuer**")
750 West Pender Street, Suite 401
Vancouver, BC V6C 2T7

Date of Material Change

February 26, 2025

News Release

News Release dated February 26, 2025, was disseminated through Globe Newswire.

Summary of Material Change

The Issuer has closed a brokered private placement under the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* of 3,492,300 units of the Issuer at a price of $1.55 per unit for aggregate gross proceeds to the Issuer of $5,413,065, with each unit consisting of one common share in the capital of the Issuer and one common share purchase warrant.

Full Description of Material Change

The Issuer has closed its commercially reasonable “best efforts” private placement with Beacon Securities Limited (the "**Agent**") acting as the sole agent. The Issuer issued 3,492,300 units of the Company (each, a "**Unit**") at a price of $1.55 per Unit for aggregate gross proceeds of $5,413,065 (the “**Offering**”). The Offering was conducted pursuant to an agency agreement dated February 26, 2025, between the Company and the Agent (the “**Agency Agreement**”).

The terms of the Offering consisted of the sale of up to 2,581,000 Units, subject to an option of the Agent to increase the number of offered Units by up to an additional 3,710,000 Units (the “**Agent’s Option**”). The Agent’s Option was exercised for a total of 911,300 additional Units. The Units were issued pursuant to the listed issuer financing exemption (the “**Listed Issuer Financing Exemption**") under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* ("**NI 45-106**").

Each Unit consists of one common share in the capital of the Company (each, a "**Unit Share**") and one common share purchase warrant (each, a "**Warrant**") of the Company. The Warrants were issued pursuant to a warrant indenture dated February 26, 2025, between the Company and Odyssey Trust Company as warrant agent and each Warrant entitles the holder thereof to acquire one common share of the Company (each, a "**Warrant Share**") at a price of $2.00 per Warrant Share for a period of 36 months from the closing date of the Offering.

As consideration for acting as agent, the Agent received (i) a cash commission of $257,823.90, (ii) a corporate finance fee of $70,297.50, and (iii) 209,538 non-transferable compensation options (the “**Compensation Options**”), exercisable for a period of 24 months following the Closing Date to acquire, in aggregate, that number of common shares in the capital of the Company (the “**Compensation Option Shares**”) at an exercise price equal to $1.55 per Compensation Option Share.

The securities issued under the Listed Issuer Financing Exemption, including the Unit Shares and any Warrant Shares, are not subject to a hold period pursuant to applicable Canadian securities laws.

The Company intends to use the net proceeds raised from the Offering to support sales growth and for working capital and general corporate purposes as further described in the Company's offering document under the Listed Issuer Financing Exemption dated February 10, 2025.

Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Omitted Information

Not applicable.

Executive Officer

Shane Madden, CEO
Telephone: 480-790-6886

Date of Report

February 27, 2025