Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Wittering Capital Corp. (the **"Company"**)
1710-1050 West Pender Street
Vancouver, BC, V6E3S7

Item 2 Date of Material Change

October 27, 2025

Item 3 News Release

A news release was disseminated on October 29, 2025 through the facilities of Stockwatch.

Item 4 Summary of Material Change

The Company has entered into a non-binding letter of intent dated October 27, 2025 (the "**LOI**") with Grafta Nanotech Inc. ("**GNI**") whereby the Company will acquire all of the issued and outstanding securities of GNI by way of a share exchange, amalgamation or such other form of business combination as the parties may determine (the "**Proposed Transaction**").

The Proposed Transaction is intended to constitute the Company's "Qualifying Transaction" within the meaning of TSXV Policy 2.4.

Item 5 Full Description of Material Change

On October 27, 2025, the Company entered into the LOI with GNI with the completion of the Proposed Transaction.

Transaction Summary

Pursuant to the Proposed Transaction, the Company will issue common shares in the capital of the Company ("**WCC Shares**") to the holders of common shares in the capital of GNI ("**GNI Shares**") on the basis two WCC Shares for each one GNI Share issued and outstanding on closing.

The Proposed Transaction is not a Non-Arm's Length Qualifying Transaction (as such term is defined in TSXV Policy 2.4) and it is not currently contemplated that approval by the Company's shareholders will be required or sought for the Proposed Transaction or that a shareholders' meeting will be required for the Proposed Transaction.

Upon the completion of the Proposed Transaction, it is expected that GNI will become a wholly owned subsidiary of the Company (the "**Resulting Issuer**"). No advances to be made by the Company to GNI are contemplated by the LOI and no finder's fees are payable in connection with the Proposed Transaction.

The Proposed Transaction is subject to a number of terms and conditions, including, but not limited to, the parties entering into a definitive agreement with respect to the Proposed Transaction on or before November 30, 2025 (such agreement to include representations, warranties, conditions and covenants typical for a transaction of this nature), and the approval of the TSXV and other applicable regulatory authorities. All dollar figures referenced herein, unless otherwise specified, refer to Canadian dollars.

Information Concerning GNI

GNI has developed a proprietary technology for producing synthetic graphene ("GraftaTM") to service the wastewater remediation industry. The exceptional absorption capabilities of GraftaTM allows GNI to offer products that can remove heavy metals, hydrocarbons and both inorganic and organic contaminants from wastewater within the industrial, energy and mining sectors. GraftaTM utilizes the unique characteristics of graphene to provide an exceptional platform for adsorption with near-zero leaching, tackling critical environmental issues such as tailings discharge and industrial wastewater discharges.

GNI was incorporated in Alberta on January 16, 2020 and is a privately held material science company with its head office in Calgary, Alberta. There are currently 64,540,439 GNI Shares issued and outstanding, and there are no persons holding a controlling interest in GNI.

Management and Board of Directors

The following sets out the names and backgrounds of all persons who are expected to be the officers and directors of the Resulting Issuer upon completion of the Proposed Transaction. The parties expect to announce additional board and management team members in a subsequent press release. All directors and officers are subject to TSXV acceptance.

Mark Bentsen, Proposed CEO and Director. Mr. Bentsen has been the CEO of Grafta Nanotech Inc. since 2022 and has over 30 years experience building successful energy services firms in both public and private sectors. He was the former CEO and VP Sales & Marketing for Quantum Downhole Systems Inc., a leading provider of concentric coiled tubing solutions for horizontal wellbore intervention. Prior thereto, Mr. Bentsen was the former President and CEO at Cathedral Energy Services (currently ACT Energy Technologies Ltd.) where he was instrumental in leading the company's equipment development and rapid expansion across North America, completing multiple key acquisitions, and generating significant equity returns for shareholders before his retirement from the company in 2013. Mr. Bentsen started his career at Akita Drilling, where he advanced to the position of VP Corporate Development.

Doug Keast, Proposed CFO and Corporate Secretary. Mr. Keast has been the CFO of Grafta Nanotech Inc. since 2022 and is a highly experienced financial executive with over 30 years of diverse experience as a CFO and COO across both public and private entities. His expertise spans a wide range of sectors, including energy, technology, manufacturing, renewable energy, and private equity. Mr. Keast has steered multiple companies through high-growth phases, evidenced by his track record of leading successful exits via M&A and public market transactions. He has previously contributed strategic governance as a director on multiple private, high-growth boards.

Dain Currie, Proposed Director. Mr. Currie is a seasoned capital markets professional and corporate finance consultant with over 20+ years of experience working with private and public companies, primarily across the mining, oil and gas, agriculture, and technology sectors. His expertise encompasses M&A, debt and equity fundraising, business strategy, corporate governance, and investor relations. Since 2013, he has been the President and Director of Oceanside Strategies Inc., an investment holding company, and since 2019, a Partner and Director of Oceanside Group, a firm that provides corporate finance consulting services. Mr. Currie's governance experience includes serving as an independent director for publicly listed companies, such as Intertidal Capital Corp. and Wittering Capital Corp., before co-founding South Pacific Metals Corp. (formerly Kainantu Resources Ltd.).

Sponsorship

The Proposed Transaction is subject to the sponsorship requirements of the TSXV unless a waiver from those requirements is granted or an exemption is available. The Company intends to apply for a waiver from the sponsorship requirements; however, there can be no assurance that a waiver will be obtained.

Trading Halt

Trading in the Company's shares has been halted in accordance with TSXV policies and will remain halted pending TSXV review of the Proposed Transaction, completion of various regulatory filings with the TSXV in connection therewith, and satisfaction of other conditions of the TSXV for the resumption of trading. Trading in the Company's shares may not resume before closing of the Proposed Transaction.

Name Change

Upon completion of the Proposed Transaction, the Company intends to change its name to "Grafta Nanotech Inc." or such other name as GNI may determine.

Further Information

Further details about the Proposed Transaction and the Resulting Issuer will also be contained in the disclosure document to be prepared and filed with the TSXV and on SEDAR+ in connection with the Proposed Transaction. Investors are cautioned that, except as disclosed in such disclosure document, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

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

Item 8 Executive Officer

Mark Colucci is knowledgeable about the material change and the Report and may be contacted (604) 609.3355.

Item 9 Date of Report

November 2, 2025