

FORM 51-102F3
Material Change Report

1. Name and Address of Corporation:

Odessa Capital Ltd. ("Odessa")
800-333 7 Avenue SW
Calgary, Alberta T2P 2Z1

2. Date of Material Change(s):

March 20, 2024

3. News Release:

A news release relating to the material changes described herein was disseminated on March 20, 2024 through the facilities of Newsfile Corp.

4. Summary of Material Change(s):

Odessa announced details concerning its proposed qualifying transaction involving a proposed business combination with Margaux REIT, a private trust existing under the laws of Quebec.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Please see attached Schedule "A" for further details regarding the news release disseminated.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Michel Lassonde
Chief Executive Officer
Telephone: (514) 795-6955
Email: milass2610@gmail.com

9. Date of Report:

March 21, 2024

SCHEDULE "A"

NOT FOR DISTRIBUTION TO THE U.S. NEWSWIRE SERVICES OR FOR DISSEMINATION IN THE UNITED STATES

Odessa Capital Ltd. Announces Proposed Qualifying Transaction

CALGARY, AB – (Newsfile Corp. - March 20, 2024) – Odessa Capital Ltd. ("**Odessa**" or the "**Corporation**") (TSX Venture: ALFA.P) is pleased to announce details concerning its proposed non-arm's length qualifying transaction (the "**Transaction**") involving a proposed business combination with Margaux REIT ("**Margaux**"), a private trust existing under the laws of Quebec.

Margaux is a real estate investment trust focused on storage facilities, constituted under article 1260 of the Civil Code of Quebec. Margaux operates three self-storage facilities in the province of Quebec. For more information, visit <https://alphaentrepots.ca/en/storage/>.

Prior to the completion of the Transaction, Margaux intends to complete a non-brokered private placement offering of up to \$3,000,000 (the "**Private Placement**"). The Private Placement shall be in the form of convertible debentures of Margaux ("**Convertible Debentures**") at a price of \$1000 per Convertible Debenture. The Private Placement is expected to be completed prior to the closing of the Transaction. In connection with the completion of the Transaction, the Convertible Debentures shall automatically convert into REIT Units (as defined below).

The Corporation has entered into a non-binding letter of intent with Margaux dated March 19, 2024 (the "**LOI**") pursuant to which the Corporation and Margaux intend to complete the Transaction by way of share purchase, plan of arrangement, amalgamation, three-cornered amalgamation or alternate structure to be determined, having regard to relevant tax, securities and other factors and potentially including a pre-closing reorganization of Margaux, to form the resulting issuer ("**Newco**"). Pursuant to the proposed Transaction, each issued and outstanding common share of the Corporation ("**Common Shares**") and the units issuable on conversion of the Convertible Debentures will be exchanged into units of Margaux ("**REIT Units**") on a 1:1 basis (following the Consolidation (defined below)) so that all of the issued and outstanding Common Shares will be exchanged for approximately 1,666,666 REIT Units (not including the Convertible Debentures issued pursuant to the Private Placement or other REIT Units reserved for issuance). Additionally, following the Consolidation, it is expected that: (i) the outstanding agent's options will be exchanged for 125,000 replacement agent's options issued by Newco with the same terms as the option exchanged therefor, and (ii) 166,666 unexercised incentive stock options of Odessa shall be exchanged for replacement options issued by Newco with the same terms as the option exchanged therefor.

In connection with the Transaction, it is expected that the outstanding Common Shares and options of the Corporation will be consolidated on a 12:1 basis prior to the completion of the Transaction (the "**Consolidation**") and issuance of REIT Units. Accordingly, the deemed price of the REIT Units will be \$1.20 per REIT Unit. As of the date hereof, there are 4,193,559 REIT Units issued and outstanding.

Non-Arm's Length Qualifying Transaction

Michel Lassonde is the President of Odessa and a trustee of Margaux, and owns 1,000,000 Common Shares representing 5% of Odessa, and 125,000 REIT Units representing 2.99% of Margaux; Pierre Colas is a director of Odessa and a trustee of Margaux, and owns 500,000 Common Shares representing 2.5% of

Odessa, and 50,000 REIT Units representing 1.19% of Margaux. However, as no party is a control person of both Odessa and Margaux, the proposed Transaction does not constitute a "Non-Arm's Length Qualifying Transaction" within the meaning of Exchange Policy 2.4 and, as such, Majority of the Minority Approval (as defined in Exchange Policy 2.4) is not required to approve the proposed Transaction.

However, the proposed Transaction may constitute a "related party transaction" within the meaning of *Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions* ("**MI 61-101**"). As Odessa's Common Shares are only listed on the TSX Venture Exchange (the "**Exchange**"), the Corporation intends to rely on an exemption to the formal valuation requirement of MI 61-101. Further details regarding the proposed Transaction will be disclosed in the comprehensive news release for the Transaction.

It is intended that the Transaction, when completed, will constitute the Corporation's "Qualifying Transaction" in accordance with Policy 2.4 of the Exchange Corporate Finance Manual. A more comprehensive news release will be issued by the Corporation disclosing details of the Transaction, including financial information respecting Margaux, further details regarding the Private Placement, the names and backgrounds of all persons who will constitute insiders of Newco, and information respecting sponsorship, once an agreement has been finalized and certain conditions have been met, including:

- i) approval of the Transaction by the boards of directors of the Corporation and Margaux;
- ii) satisfactory completion of due diligence; and
- iii) execution of the definitive agreement.

The Corporation does not anticipate that shareholder approval will be required with respect to the Transaction under the rules of the Exchange. However, the structure of the Transaction has not yet been finalized so shareholder approval under corporate law may be required. In the event a final agreement is not reached, the Corporation will notify shareholders. Trading in the Common Shares of the Corporation will remain halted and is not expected to resume trading until the Transaction is completed or until the Exchange receives the requisite documentation to resume trading.

ABOUT THE CORPORATION

The Corporation is a capital pool company (a "**CPC**") that has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the Exchange's CPC Policy, until the completion of its qualifying transaction, the Corporation will not carry on business, other than the identification and evaluation of businesses or assets with a view to completing a proposed qualifying transaction.

For further information, please contact:

Michel Lassonde
President

Odessa Capital Ltd.

Telephone: 514-795-6955
Email: milass2610@gmail.com

Andre Verrier
Trustee

Margaux REIT

Telephone: 819 475-7377
Email: andre.verrier@strategesma.com

Forward-Looking Information Cautionary Statement

Statements in this press release regarding the Corporation's business which are not historical facts are "forward-looking statements" that involve risks and uncertainties, such as terms and completion of the proposed Transaction and terms and completion of the Private Placement. Since forward-looking statements address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results in each case could differ materially from those currently anticipated in such statements. The forward-looking statements and circumstances discussed in this press release, including the completion of the Transaction may not occur or could differ materially as a result of known and unknown risk factors and uncertainties affecting the Corporation, including (without limitation) risks relating to Margaux completing the Private Placement, risks inherent in Margaux's business as a real estate investment trust and risks regarding market conditions, economic factors, and the equity markets generally. No forward-looking statement can be guaranteed. Forward-looking statements speak only as of the date on which they are made and, except as required by applicable securities laws, the Corporation undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Completion of the Transaction is subject to a number of conditions, including but not limited to, execution of a binding definitive agreement relating to the Transaction, completion of satisfactory due diligence, Exchange acceptance, receipt of requisite regulatory approvals, and if applicable pursuant to Exchange requirements, majority of the minority shareholder approval. Where applicable, the Transaction cannot close until the required shareholder approvals, and any ancillary matters thereto, are obtained. There can be no assurance that the Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the management information circular or filing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of a capital pool company should be considered highly speculative.

The TSX Venture Exchange Inc. has in no way passed upon the merits of the proposed Transaction and has neither approved nor disapproved the contents of this press release.

Neither 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 news release.