

(Form 51-102F3)

Material Change Report

Item 1 Name and Address of Company

OSTROM CLIMATE SOLUTIONS INC. (the “Company”)
Suite 400, 322 Water Street
Vancouver, British Columbia
V6B 1B6

Item 2 Date of Material Change

August 21, 2024.

Item 3 News Release

The news release was disseminated on August 21, 2024 by Stockwatch.

Item 4 Summary of Material Change

Further to its news release of July 24, 2024, the Company completed a non-brokered private placement offering for gross proceeds of \$837,000 (the “Offering”) consisting of 16,740,000 common shares at a per share price of \$0.05.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company issued 16,740,000 common shares under the Offering at a per share price of \$0.05.

Two insiders of the Company participated in the Offering for aggregate cash consideration to the Company of \$354,500, which constitutes a Related Party Transaction under TSX Venture Exchange Policy 5.9. The Company availed itself of the exemptions contained in section 5.5(c) of MI 61-101 (distribution of securities for cash) for an exemption from the formal valuation requirement and section 5.7(1)(b) of MI 61-101 for an exemption from the minority shareholder approval requirement of MI 61-101 as the fair market value of the securities to be distributed in the transaction, and the consideration to be received by the Company for those securities, insofar as the transaction involves interested parties does not exceed \$2,500,000.

In connection with the Offering, the Company paid cash finder’s fees in the amount of \$17,250 to an arm’s length finder.

The net proceeds raised from the Offering will be used by the Company for general corporate purposes. All securities issued under the Offering are subject to a hold period

until December 22, 2024, in accordance with applicable securities legislation and the policies of the TSX Venture Exchange.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer who is knowledgeable about the material change and this Report

Phil Cull, President & Chief Executive Officer

Business Telephone: (604) 646-0400

Facsimile: (778) 945-0965

Item 9 Date of Report

August 21, 2024.