

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Composite Alliance Group Inc. (“CAG” or the “Company”)
800, 333 - 7th Avenue SW
Calgary, AB T2P 2Z1

2. Date of Material Change(s):

November 27, 2025.

3. News Release:

A news release relating to the material changes described herein was disseminated on November 27, 2025 through the facilities of Newsfile Corp.

4. Summary of Material Change(s):

The Company announced additional amendments to previously issued debentures and loans.

5. Full Description of Material Change:

5.1 Full Description of Material Change

The Company announced that, further to its news release dated September 29, 2021, it entered into amending agreements with the related party creditors Malchemy Corporation Limited (“**Malchemy**”), Team Alpha Limited (“**TAL**”) and K Plus Capital LLC (“**K Plus**”) for the following debentures (“**Debentures**”), pursuant to the terms and conditions of which the maturity date of the Debentures has been extended from January 31, 2026 to January 31, 2031 (the “**Amending Agreements**”).

Debenture	Lender	Principal (\$)
2019-001	TAL	CAD 400,000
2019-002	TAL	USD 351,507.25
2020-01	Malchemy	CAD 600,000
2020-02	K Plus	CAD 60,000
2020-03	TAL	CAD 1,000,000

The Company also announced that pursuant to an Assignment and Novation Agreement (the “**Assignment Agreement**”) among TME, CAG and Malchemy, Malchemy has terminated convertible bonds (“**CB**”) issued by the Company's wholly owned subsidiary, Techni Modul Engineering S.A. (“**TME**”) to Malchemy in the principal amount of €1,500,005, and certain loan arrangements owed to Malchemy by TME in the aggregate principal amount of €950,000, bearing interest at 0% and maturing on January 31, 2026 (the “**Loans**”) in exchange for a new non-convertible loan in the principal amount of €2,450,005, bearing interest at 0%, and maturing on January 31, 2026 (the “**New Loan**”). In addition, pursuant to the Assignment Agreement the Company has agreed to assume the obligation to pay the New Loan in exchange for the issuance of equity of TME to CAG (TME will remain a wholly owned subsidiary of CAG). CAG and Malchemy have entered into a Debt Forgiveness Agreement (the “**Forgiveness Agreement**”) pursuant to which Malchemy

irrevocably forgives and releases CAG from payment of €2,205,005 of the New Loan in exchange for CAG repaying the remaining principal amount of €245,000 no later than December 31, 2027.

Malchemy is an entity controlled by Sicheng Zhang, a director, officer and shareholder of the Company, and TAL and K Plus are entities controlled by Jim Hsieh, a director, officer and shareholder of the Company. Other than the amendments described herein, the terms of the Debentures remain the same. The purpose of the Amending Agreements and the New Loan issued pursuant to the Assignment Agreement and modified by the Forgiveness Agreement is to extend the maturity dates to provide CAG with more flexibility to repay the Debentures and New Loan and to reduce the amount owing by CAG directly or through TME. The Amending Agreements, Assignment Agreement and Forgiveness Agreement are subject to the approval of the TSX Venture Exchange.

Related Party Participation

The Amending Agreements, Assignment Agreement and Forgiveness Agreement are with entities controlled by insiders of CAG. As insiders of the Company participated in these transactions, they are deemed to be “related party transactions” as defined under Multilateral Instrument 61-101-*Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

Neither the Company, nor to the knowledge of the Company after reasonable inquiry, a related party, has knowledge of any material information concerning the Company or its securities that has not been generally disclosed. Since the Amending Agreements, Assignment Agreement and Forgiveness Agreement are not convertible into shares of CAG, there will be no effect on the voting interests of any related parties.

The Amending Agreements, Assignment Agreement and Forgiveness Agreement were unanimously approved by the board of directors of the Company, with Sicheng Zhang abstaining on approval of the Amending Agreements with Malchemy and the Assignment Agreement and Forgiveness Agreement, and Jim Hsieh abstaining on approval of the Amending Agreements with TAL and K Plus.

CAG entering into the Amending Agreements, Assignment Agreement and Forgiveness Agreement is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(b) and 5.7(1)(f)) as CAG is not listed on specified markets and the Amending Agreements, Assignment Agreement and Forgiveness Agreement are in respect to loans to CAG or TME with no equity or voting component.

The Company did not file a material change report more than 21 days before the effective date of the amendments because the Company wished to effect the amendments on an expedited basis for business reasons.

For further information, please contact Dale Burstall, Corporate Secretary and Director, via email at dburstall@dsavocats.ca or by phone at 403-264-1915.

Forward Looking Statements

This material change report may contain certain forward-looking information and statements, including statements regarding TSX Venture approval of CAG entering into the Amending Agreements, Assignment Agreement and Forgiveness Agreement. Statements containing the words: 'believes', 'intends', 'expects', 'plans', 'seeks' and 'anticipates' and any other words of similar meaning are forward-looking. All statements included herein involve various risks and uncertainties because they relate to future events and circumstances beyond the Company's control. There can be no

assurance that such information will prove to be accurate, and actual results and future events could differ materially from those anticipated in such information. A description of assumptions used to develop such forward-looking information and a description of risk factors that may cause actual results to differ materially from forward-looking information can be found in the Company's disclosure documents on the SEDAR+ website at www.sedarplus.ca. Any forward-looking statements are made as of the date of this press release and the Company does not undertake to update any forward-looking information except in accordance with applicable securities laws.

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:

Debbie Chien
Email: debbiechien@kpluscapital.com

9. Date of Report:

December 3, 2025