

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Reporting Issuer:

Water Ways Technologies Inc.
("Water Ways" or the "Company")
Suite 3000, 77 King Street West.
Toronto, Ontario M5K 1G8

2. Date of Material Change:

August 15, 2025

August 21, 2025

3. News Release:

A news release announcing the material change was issued on August 15, 2025, and filed on SEDAR+ at www.sedarplus.ca.

4. Summary of Material Change:

On August 15, 2025, Water Ways announced that it had received final acceptance from the TSX Venture Exchange (the "TSXV") to complete a consolidation of its issued and outstanding common shares (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares (the "**Share Consolidation**").

The Share Consolidation became effective on the TSXV at the opening of the market on August 21, 2025.

The Company also provided an update on the liquidation process of its Israeli subsidiary, Irri-AI-Tal Ltd. ("**IAT**"), noting that the process is expected to take approximately three years, compared to the previously estimated five to twelve months.

5. Full Description of Material Change:

On August 15, 2025, Water Ways announced that it had received final acceptance from the TSXV to complete a consolidation of its issued and outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every ten (10) pre-consolidation Common Shares.

Effective at the opening of trading on August 21, 2025 (the "**Effective Date**"), the Common Shares commenced trading on the TSXV on a consolidated basis. As a result of the Share Consolidation, the 148,785,346 issued and outstanding Common Shares were reduced to approximately 14,878,537 Common Shares. No fractional Shares were issued, and any fractional Common Shares resulting from the Share Consolidation were rounded down to the nearest whole number of Common Shares. The exercise or conversion price and the number of Common Shares issued under any of the Company's outstanding convertible instruments were proportionately adjusted on the Effective Date in accordance with their terms.

The name of the Company remained the same following the Share Consolidation, and the Company continues to trade under the trading symbol “WWT” on the TSXV. The new CUSIP and ISIN of the Common Shares are 941188302 and CA9411883023 respectively.

Shareholders of record as of the Effective Date who held Common Shares represented by a physical certificate or DRS statement received a letter of transmittal from the transfer agent of the Company, Computershare Trust Company, with instructions on how to exchange their existing certificates or DRS statements for certificates or DRS statements representing Shares on a post-Consolidation basis.

Beneficial shareholders who hold their Common Shares through intermediaries (securities brokers, dealers, banks, financial institutions, etc.) and who have questions regarding how the Share Consolidation was processed are advised to contact their intermediaries.

Update on the Liquidation of IAT

Further to its press release dated October 1, 2024, and previous disclosures regarding its strategic shift toward the Canadian market to streamline operations and reduce both fixed and variable costs, Water Ways announced that on October 1, 2024, it filed an application (the “**Application**”) to cease operations of its Israeli subsidiary, IAT. The filing of the Application was approved by the directors of Water Ways and is not expected to affect the revenues and operations of Water Ways, which primarily come from its Canadian subsidiary, Heartnut Grove WWT Inc. (“**HGWWT**”).

The Application will not affect any assets of Water Ways that are held directly by Water Ways or through HGWWT and is expected to take approximately three years, an increase from the initially anticipated five to twelve month period as a result of delays in collecting amounts owed to IAT by customers located in international jurisdictions.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102.

Not applicable.

7. Omitted Information:

No information has been omitted.

8. Executive Officers:

Ronnie Jaegermann
Director
Telephone: +972-54-4202054
Email: Ronnie@exit-team.com

9. Date of Report:

August 27, 2025.

Forward-Looking Statements

Certain statements contained in this material change report constitute “forward-looking information” as such term is defined in applicable Canadian securities legislation. The words “may”, “would”, “could”, “should”, “potential”, “will”, “seek”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions as they relate to Water Ways. Forward looking

statements in this material change report refer to the Application, including the timing and anticipated effect on Water Ways. All statements other than statements of historical fact may be forward-looking information. Such statements reflect Water Ways' current views and intentions with respect to future events, and current information available to Water Ways, and are subject to certain risks, uncertainties and assumptions. Material factors or assumptions were applied in providing forward-looking information. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Should any factor affect Water Ways in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, Water Ways does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this material change report is made as of the date of this material change report and Water Ways undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law. Water Ways' results and forward-looking information and calculations may be affected by fluctuations in exchange rates and its own share prices. All figures are in Canadian dollars unless otherwise indicated.