

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

Item 1. Name and Address of Company

Power Group Projects Corp. (the “Company”)

2912 West Broadway Street, Unit 309
Vancouver, BC
V6K 0E9

Item 2. Date of Material Change

June 19, 2025

Item 3. News Release

A news release was disseminated on June 19, 2025 and subsequently filed on SEDAR.

Item 4. Summary of Material Change

On June 19, 2025, the Company announced that it closed its previously announced non-brokered private placement financing (the “**Private Placement**”).

Item 5.1 Full Description of Material Change

See attached news release dated June 19, 2025.

Item 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

No information has been intentionally omitted from this material change report.

Item 8. Executive Officer

Scott Hayduk
Scott.hayduk@icloud.com

Item 9. Date of Report

June 19, 2025



POWER GROUP CLOSSES PRIVATE PLACEMENT

June 19, 2025 – Vancouver, BC - Power Group Projects Corp. (TSXV: PGP) (the "Company") is pleased to announce that it has closed its previously announced non-brokered private placement (the "Financing") for gross proceeds of \$100,000 from the sale of 5,000,000 units of the Company (each, a "Unit") at a price of \$0.02 per Unit.

Each Unit consists of one common share of the Issuer (a "Share") and one common share purchase warrant (a "Warrant"). Each Warrant entitles the Subscriber to purchase one additional common share of the Issuer (a "Warrant Share") at a price of \$0.05 per Warrant Share at any time on or before June 19, 2029. No commissions or fees were paid in connection with closing the first tranche.

The Units are subject to a 4 month and one day hold period from the date of issue. The Company intends to use 60% of the proceeds from the Financing to pay the Company's auditors for the previous year's audit and the current year's audit, 10% of the proceeds for general expenses and administration and 30% of the proceeds for project evaluation and related legal fees.

For further information, please contact:

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Director

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Forward-Looking Statements

Statements in this release may contain forward-looking information. Any statements in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "would", "anticipate", "expects", and similar expressions. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement. The forward-looking statements contained in this press release are made as of the date of this press release. The Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.