

Form 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Reporting Issuer

Optegra Ventures Inc. (the “**Company**” or “**Optegra**”)
3002-1211 Melville Street,
Vancouver, BC V6E 0A7

2. Date of Material Change

December 30, 2025

3. News Release

The news release was disseminated on December 31, 2025, through Stockwatch News and was subsequently filed on the System for Electronic Document Analysis and Retrieval + at www.sedarplus.ca.

4. Summary of Material Change

On December 30, 2025, Optegra closed its previously announce non-brokered private placement of units of the Company (“**Units**”) at \$0.075 per Unit (the “**Financing**”). A total of 10,000,000 Units were sold under the Financing for aggregate gross proceeds of \$750,000.

5. Full Description of Material Change

On December 30, 2025, Optegra closed its previously announce non-brokered private placement of Units at \$0.075 per Unit. A total of 10,000,000 Units were sold under the Financing for aggregate gross proceeds of \$750,000. Each Unit consists of one common share of the Company (a “**Common Share**”) and one-half of one Common Share purchase warrant (each full warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one additional Common Share at a price of \$0.10 per Common Share for a period of five years. An aggregate cash finder fee of \$48,300 was paid with respect to the Financing. The Company plans to use the net proceeds for working capital purposes and for debt repayment.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Rod Husband
President
1-877-685-2266

9. Date of Report

January 9, 2026

Notice Regarding Forward-Looking Information

This material change report contains certain forward-looking information. Such forward-looking information or statements include but are not limited to information or statements with respect to the use of proceeds of the Financing. Such information involves known and unknown risks, uncertainties and other factors that may cause actual results; performance or achievements to be materially different from those implied by statements herein, and therefore these statements should not be read as guarantees of future performance or results. These risks and uncertainties include market volatility; the state of the financial markets for the Company's securities; fluctuations in commodity prices and investor sentiment; changes in the Company's business plans; and operating environments. All forward-looking statements are based on the Company's current beliefs as well as assumptions made by and information currently available to it as well as other factors. The Company cautions that actual performance will be affected by a number of factors, most of which are beyond its control, and that future events and results may vary substantially from what the Company current foresees. Factors that could cause actual results to differ materially from those in forward-looking information or statements include market prices; continued availability of capital and financing; generally economic, market, or business conditions; and investor sentiment. Readers are cautioned not to place undue reliance on these forward looking statements, which speak only as of the date of this material change report. Due to risks and uncertainties, including the risks and uncertainties identified by the Company in its public securities filings, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.