

FORM 51-102F3

MATERIAL CHANGE REPORT

1. **Name and Address of Issuer:**

Clear Blue Technologies International Inc. (the "**Company**")
30 Lesmill Road, Unit 7
Toronto, Ontario, M3B 2T6

2. **Date of Material Change:**

September 26, 2024.

3. **News Release:**

The news release was disseminated on September 30, 2024 via Globe Newswire and subsequently filed on SEDAR+.

4. **Summary of Material Change:**

On September 30, 2024, the Company announced that it had completed a second and final tranche of its previously announced non-brokered private placement of convertible unsecured subordinate debentures, for subscriptions of \$800,578 in this second tranche, and \$2,206,900 collectively across both tranches.

5. **5.1 – Full Description of Material Change:**

The debentures bear interest at a rate of 14% per annum until the date that is 36 months following the issuance date (the "**Maturity Date**"). The principal amount of the debentures will be convertible into units of the Company (each, a "**Unit**") at the option of the holder at any time prior to the close of business on the last business day immediately prior to the Maturity Date at a conversion rate of \$0.10 per Unit, subject to adjustment in certain events.

Each Unit will be comprised of: (i) one common share of the Company (each, a "**Common Share**"); and (ii) one half of one Common Share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant will be exercisable to acquire one Common Share at an exercise price of \$0.15 per Common Share, subject to adjustment in certain events, until the Maturity Date; provided however, the Company will have the right to accelerate the expiry date of the Warrants to a date which is not less than 21 days after the date on which a written notice is provided to the holders of Warrants if the daily volume weighted average trading price of the Common Shares is greater than \$0.25 (subject to adjustment in certain events) for any 10 consecutive trading days on the TSX Venture Exchange.

Certain directors, officers and other insiders of the Company purchased or acquired direction and control over a total of \$320,000 worth of Debentures in the second tranche of the Offering. Participation by those persons constitutes a related party transaction as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"). The issuance of securities to the related parties is exempt from the formal valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101 and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101 pursuant to Subsection 5.7(1)(a) of MI 61-101. The Company did not file a material change report 21 days prior to the closing of the Offering as the details of the participation of insiders of the Company had not been confirmed at that time.

See the news release dated September 30, 2024 for further details.

6. **Reliance on subsection 7.1(2) of National Instrument 51-102:**

Not applicable.

7. **Omitted Information:**

No significant facts remain confidential in, and no information has been omitted from, this report.

8. **Executive Officer:**

For further information, please contact Miriam Tuerk, Chief Executive Officer, at 1-647-748-4822.

9. **Date of Report:**

September 30, 2024.