

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
Canada

2. **Date of Material Change:**

December 18, 2025.

3. **News Release:**

The news release of the original offering was issued and disseminated on November 26, 2025 and subsequently filed on SEDAR.

4. **Summary of Material Change:**

On December 18, 2025, the Company completed the second tranche of its first phase of non-brokered private placement unit offering (the "**Offering**"), bringing the first phase to completion. The Offering, initially announced on November 26, 2025, was administered in two tranches, with aggregate gross proceeds of approximately C\$306,500.

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

The Company previously announced the Offering in a news release dated November 26, 2025. To accommodate investor funding timelines, the closing of the Offering was administered in two tranches.

- The first tranche of 3,160,000 units closed on November 28, 2025.
- The second and final tranche of 2,970,000 units closed on December 18, 2025.

For a cumulative total of 6,130,000 units (each, a "**Unit**" and collectively the "**Units**") at a price of C\$0.05 per Unit. Each Unit consists of one common share in the capital of the Company (each, a "**Common Share**" and collectively the "**Common Shares**") and one common share purchase warrant (each whole warrant, a "**Warrant**" and collectively the "**Warrants**"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of C\$0.06 per Common Share for a period of 36 months from the closing date of the Second Tranche. The Warrants are subject to an accelerated expiry option whereby the Company can trigger an accelerated 30-day expiry of the warrants if the closing price of the Company's common shares listed on the TSXV remain higher than \$0.09 for 10 consecutive trading days. On the 10th consecutive trading day above \$0.09 (the "**Acceleration Trigger Date**"), the Warrant expiry date may be accelerated to 30 trading days after the Acceleration Trigger Date by the issuance of a news release announcing such acceleration within two trading days after the Acceleration Trigger Date.

Proceeds from the tranches are anticipated to be used for sales, marketing, research and development, and working capital requirements.

In connection with the closing of two tranches of the Offering, the Company paid aggregate finder's fees in cash of \$15,206 and issued 291,900 broker warrants of the Company ("**Finder's Warrants**") equal to 7% of the number of Units purchased by investors referred to by certain

finders. Each Finder Warrant will entitle the holder thereof to purchase one Common Share at a price of \$0.06 for a period of 36 months from the grant date.

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:**

December 19, 2025.