

FORM 51-102F3
MATERIAL CHANGE REPORT

1. NAME AND ADDRESS OF COMPANY

Maxim Power Corp. ("MAXIM" or the "Corporation")
1800, 715 - 5 Ave S.W.
Calgary, Alberta T2P 2X6

2. DATE OF MATERIAL CHANGE

April 29, 2025

3. NEWS RELEASE

MAXIM issued a news release disclosing the details discussed in this material change report on April 29, 2025, which was disseminated through the facilities of GlobeNewswire, and filed under the Corporation's profile on SEDAR+ at www.sedarplus.ca.

4. SUMMARY OF MATERIAL CHANGE

On April 29, 2025, MAXIM announced the closing of the previously announced sale of 100% of its interest in its wholly-owned subsidiaries Summit Coal Limited Partnership and Summit Coal Inc. (collectively "Summit") to Valory Resources Inc. ("Valory") for CAD\$14.2 million, consisting of CAD\$10.2 million of cash and \$4.5 million Australian dollar (Canadian dollar equivalent \$4.0 million) of equity securities in the form of a 15% interest bearing note convertible into Valory common shares (the "Convertible Note").

5. FULL DESCRIPTION OF MATERIAL CHAN

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On April 29, 2025, MAXIM announced the closing of the previously announced sale of 100% of its interest in its wholly-owned subsidiaries Summit to Valory for CAD\$14.2 million, consisting of CAD\$10.2 million of cash and the Convertible Note, which Convertible Note matures on April 29, 2027. Summit sale proceeds will be used by MAXIM for general corporate purposes. Such sale transaction was in accordance with the previously announced Purchase and Sale Agreement ("PSA"), which was entered into between Maxim and Valory on February 18, 2025. Closing of the transaction contemplated by the PSA (the "Closing") was subject to each party satisfying customary closing conditions. A copy of the PSA is available under the Corporation's SEDAR+ profile at www.sedarplus.ca.

Royalty Agreement

Prior to Closing, MAXIM and Summit entered into an agreement such that MAXIM will receive a 3% royalty on any raw coal volume produced from the coal leases currently owned by Summit, including any volumes from Summit's Mine 14 project. The royalty will be calculated using a Premium Low Vol Hard Coking Coal benchmark and will be paid in United States dollars. The amount and timing of any royalty payments is contingent on the commencement of production and there is no certainty as to if, or when, production may begin. A copy of the agreement in respect to the royalty is available under the Corporation's SEDAR+ profile at www.sedarplus.ca.

Ground Lease

Concurrent with Closing, MAXIM, through its wholly-owned subsidiary, Milner Power Inc. ("Milner"), entered into a ground lease (the "Ground Lease") at the H.R. Milner site, with a nominee of Valory, to allow

for construction and operation of a coal processing facility. The term of the Ground Lease is twelve years commencing on April 29, 2025, however, it is subject to automatic termination if the coal processing facility has not been substantially completed within two years. Lease payments to Milner consist of both a prorated annual \$2.1 million fixed payment and a variable throughput payment subject to coal being processed through the leased lands. The variable throughput payment has the potential to be substantial if coal is processed through the leased lands at the Milner site; however, at this time, there is no certainty as to if, or when, the coal processing facility construction will be commenced or completed and coal processed. Accordingly, MAXIM may not realize the benefits of the variable throughput payment. Both the fixed lease payment and variable throughput payment is adjusted for inflation. The first-year pro-rated fixed payment of approximately \$1.4 million was received by Milner on April 29, 2025. A copy of the Ground Lease is available under the Corporation's SEDAR+ profile at www.sedarplus.ca.

5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTIONS

Not applicable.

6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102

Not applicable.

7. OMITTED INFORMATION

Not applicable.

8. EXECUTIVE OFFICER

Inquiries regarding the material change and this report may be directed to:

Kyle Mitton, CFO and Vice President, Corporate Development
403-263-3021
kmitton@maximpowercorp.com

9. DATE OF REPORT

May 9, 2025

Forward-Looking Information

This material change report contains forward-looking statements and forward-looking information (collectively "forward looking information") within the meaning of applicable securities laws relating to MAXIM's plans and other aspects of MAXIM's anticipated future operations, management focus, objectives, strategies, financial, operating and production results. Forward-looking information typically uses words such as "anticipate", "believe", "project", "expect", "goal", "plan", "intend", "may", "would", "could" or "will" or similar words suggesting future outcomes, events or performance. The forward-looking statements contained in this material change report speak only as of the date thereof and are expressly qualified by this cautionary statement. Specifically, this material change report contains forward-looking statements concerning, among other things, satisfaction of ongoing conditions under the Ground Lease, construction and completion of a coal beneficiation facility, the amount and receipt of sale proceeds and royalties, and use of sales proceeds. Forward-looking information is based on certain assumptions and analysis made by MAXIM in light of our experience and MAXIM's perception of historical trends, current conditions, expected future developments and other factors MAXIM believes appropriate under the circumstances. MAXIM's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what

benefits that MAXIM will derive there from. Risk factors include that the beneficiation facility is not constructed and no coal is produced, and that the tenant will breach the terms of the Ground Lease. Readers are cautioned that the foregoing lists of factors are not exhaustive. Additional information on these and other factors that could affect MAXIM's business, operations or financial results are included in the reports on file with applicable securities regulatory authorities, including but not limited to MAXIM's Annual Information Form for the year ended December 31, 2024, which may be accessed on MAXIM's SEDAR+ profile at www.sedarplus.ca. These forward-looking statements are made as of the date of this material change report and MAXIM disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.