

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 - Name and Address of Company:

GURU Organic Energy Corp. ("**GURU**" or the "**Company**")
602-7236 rue Waverly
Montreal, QC H2R 0C2

Item 2 - Date of Material Change:

November 22, 2024, post-market close.

Item 3 - News Release:

The news release describing the nature and substance of the material change was disseminated over GlobeNewswire on November 25, 2024, pre-market open.

Item 4 - Summary of Material Change:

On November 25, 2024, GURU announced that its distribution agreement with PepsiCo Canada will end on May 22, 2025. GURU will transition back to its direct distribution model, ensuring uninterrupted service while expanding its internal sales force and reestablishing distributor partnerships.

Item 5 - Full Description of Material Change:

5.1 Full Description of Material Change

On November 25, 2024, GURU Organic Energy Corp. announced that its distribution agreement with PepsiCo Canada will end on May 22, 2025, in accordance with the terms of the original agreement signed in June 2021. This decision allows GURU to return to its proven direct distribution model, which successfully drove its growth from 1999 to 2021.

During the transition period, GURU will work closely with PepsiCo Canada to ensure seamless operations for all stakeholders. Post-transition, GURU plans to expand its sales force and strengthen partnerships with distributors who share its vision for providing better-for-you energy drink options. This strategic move enhances GURU's control over brand operations, reinforces its consumer connections, and enables reinvestment in growth opportunities.

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:

Not applicable.

Item 8 - Executive Officer:

Ingy Sarraf
Chief Financial Officer and Corporate Secretary
514 845-4878

Item 9 - Date of Report:

November 26, 2024