

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1: Name and Address of Company**

Principal Technologies Inc. (“Company”)  
2500 - 700 West Georgia Street  
Vancouver, British Columbia  
Canada V7Y 1B3

**Item 2: Date of Material Change**

June 20, 2024

**Item 3: News Release**

The news release was disseminated on June 20, 2024, through the news dissemination services of Canada NewsWire and a copy was subsequently filed on SEDAR<sup>+</sup> at [sedarplus.ca](https://www.sedarplus.ca).

**Item 4: Summary of Material Change**

The Company announced the closing of the first tranche of its previously announced non-brokered private placement issuing a total of 4,000,000 units at \$0.25 per unit for gross proceeds of \$1,000,000. Each unit (a “Unit”) will consist of one common share (a “Share”) of the Company and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional Share of the Company at \$0.30 for a period of two (2) years from the date of closing.

The Company also announces it has received approval from the TSX Venture Exchange for an extension to close the Offering on, or before, July 15, 2024.

**Item 5: Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced the closing of the first tranche (“Tranche 1”) of its previously announced non-brokered private placement (the “Offering”) with one investor, MRPT Invest UG (“MRPT”), a company owned and controlled by Markus Mair. The Company issued a total of 4,000,000 units at \$0.25 per unit for gross proceeds of \$1,000,000. Each unit (a “Unit”) will consist of one common share (a “Share”) of the Company and one common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase one additional Share of the Company at \$0.30 for a period of two (2) years from the date of closing. The Company has received additional offers to participate in the Offering, and closing of the second tranche is anticipated in mid-July.

As a result of the acquisition of Units, Mr. Mair now owns and/or controls directly and indirectly 7,003,333 Shares and 4,000,000 Warrants, representing 19% of the issued and outstanding Shares of the Company and 26.92% on a partially diluted basis, but Mr. Mair will be restricted to 19.99% at any one time. Prior to this transaction, Mr. Mair, through MRX Invest UG (a company owned and controlled by Mr. Mair), held 3,003,333 Shares of the Company, representing 9.14% of the issued and outstanding Shares of the Company. Mr. Mair selectively invests in growth opportunities and has been a significant supporter of the Company during the acquisition phase.

Mr. Mair and his related entities acquired these securities for investment purposes and, as disclosed in the early warning report dated June 20, 2024, may in the future acquire or dispose of securities of the Company, through the market, privately or otherwise, as circumstances or market conditions warrant.

The Company also announces it has received approval from the TSX Venture Exchange (“TSXV”) for an extension to close the Offering on, or before, July 15, 2024. The Company first announced the Offering on April 3, 2024, for up to 4,000,000 Units of the Company for gross proceeds of up to \$1,000,000. On June 7, 2024, the Company announced the upsizing of the Offering to up to 8,000,000 Units for aggregate gross proceeds of up to \$2,000,000.

The Company intends to use the net proceeds of the Offering for general working capital and corporate purposes of the Company, including those as may be required by Vivostat A/S (“Vivostat”) conditional on the closing of the acquisition of Vivostat.

All securities issued pursuant to Tranche 1 of the Offering, and any Shares that may be issuable on exercise of any such securities, will be subject to a statutory hold period expiring four months and one day from the date of issuance of such securities. The Offering remains subject to final approval of the TSXV.

## **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**

Jerry Trent, CEO

### **Item 9: Date of Report**

July 2, 2024