

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

1. Name and Address of Company

Simply Solventless Concentrates Ltd. (“**SSC**”)
273209 Range Road 20
Rocky View County, Alberta T0M 0E0

2. Date of Material Change

October 17, 2024

3. News Release

News release was disseminated in Canada on October 18, 2024 through the facilities of Cision.

4. Summary of Material Change

On October 18, 2024, SSC announced the closing of its acquisition (the “**Acquisition**”) of all of the issued and outstanding shares of ANC Inc. (“**ANC**”) pursuant to a share purchase agreement dated September 25, 2024 among SSC, ANC, Super Technical Things & Stuff Ltd. (“**STTS**”) and the shareholders of ANC and STTS.

5.1 Full Description of Material Change

On October 18, 2024, SSC announced closing of the Acquisition.

In conjunction with closing of the Acquisition, SSC issued to ANC shareholders: (i) promissory notes totaling \$7 million, with up to an additional maximum of \$3.5 million earnout (such contingent consideration payable 50% in common shares (“**Common Shares**”) and 50% as an election of either Common Shares or cash) and an unknown, contingent patent earnout comprised of 0.2x EBITDA on only patent income and (ii) 6,000,000 units of SSC (“**Units**”) at a deemed price of \$0.50 per Unit. Each Unit consists of one Common Share and one-half of one common share purchase warrant (“**Warrant**”) of SSC, with each whole Warrant being exercisable for one Common Share of SSC at a price of \$0.75 per share for a period of two years from the date of issue.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This report is not being filed on a confidential basis.

7. Omitted Information

Not applicable.

8. Executive Officer

Jeff Swainson, President and CEO
Phone: 403-796-3640
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9. Date of Report

October 23, 2024