

**BLUMETRIC ENVIRONMENTAL INC.
MATERIAL CHANGE REPORT**

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

The name of the reporting issuer is BluMetric Environmental Inc. (the “**Issuer**”). Its head office is located at 1682 Woodward Dr., Ottawa, Ontario, K2C 3R8, Canada.

Item 2. **Date of Material Change**

The material change occurred on December 13, 2024.

Item 3. **News Release**

The Issuer disseminated a news release via Newsfile Corp. on December 13, 2024.

Item 4. **Summary of Material Changes**

On December 13, 2024, the Issuer announced closing of a brokered private placement of 4,375,000 common shares (“**Common Shares**”) in the capital of the Issuer at a price of \$0.80 per Common Share (the “**Issue Price**”) for aggregate gross proceeds of \$3,500,000 (the “**Offering**”). The Issuer relied on the Listed Issuer Financing Exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions* to issue the Common Shares as part of the Offering.

In addition to the Offering, the Issuer announced the closing of a non-brokered private placement of 625,000 Common Shares at the Issue Price for aggregate gross proceeds of \$500,000 (the “**Concurrent Offering**”).

Item 5. **Full Description of Material Changes**

See attached new release.

Item 6. **Reliance on Subsection 7.1(2) of National Instrument 51-102 Information**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report.

Item 7. **Omitted Information**

No information has been omitted.

Item 8. **Executive Officers**

For further information, please contact Dan Hilton, CFO of the Issuer, at info@blumetric.ca or (613) 839-3053.

Item 9. **Date of Report**

DATED at Ottawa, Ontario this 13th of December 2024.

BluMetric Announces Closing of Oversubscribed Offering and Concurrent Private Placement

Ottawa, Ontario--(Newsfile Corp. - December 13, 2024) - BluMetric Environmental Inc. (TSXV: BLM) (OTCQX: BLMWF) ("**BluMetric**" or the "**Company**") is pleased to announce that it has closed its previously announced and oversubscribed brokered private placement, with Clarus Securities Inc. as sole agent ("**Clarus**" or the "**Agent**"), conducted under the Listed Issuer Financing Exemption (as defined herein) (the "**Offering**"), and has also closed its concurrent non-brokered private placement (the "**Concurrent Offering**").

"We would like to thank all the participants in this oversubscribed financing for their continued support and belief in BluMetric," said Scott MacFabe, CEO of BluMetric. "This is the first equity raise by the Company in over ten years and marks a new chapter in our journey. The capital infusion will strengthen our balance sheet and provide more flexibility as we execute our long-term growth strategy."

The Offering comprised the issuance by the Company of 4,375,000 common shares (the "**Offered Shares**") at a price of \$0.80 per share, for aggregate gross proceeds of \$3,500,000.

The Concurrent Offering comprised the issuance by the Company of 625,000 common shares at a price of \$0.80 per share, for aggregate gross proceeds of \$500,000.

The Offering was conducted pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 - Prospectus Exemptions ("**NI 45-106**") (the "**Listed Issuer Financing Exemption**"). The securities offered under the Listed Issuer Financing Exemption will not be subject to a hold period in accordance with applicable Canadian securities laws.

The Agent received a cash commission of \$210,000.00, and 262,500 broker warrants (the "**Broker Warrants**"). Each Broker Warrant shall entitle the holder thereof to acquire one common share of the Company (the "**Broker Shares**") at a price of \$0.80 for 18 months following closing of the Offering. The Broker Shares shall be subject to a hold period of 4 months and one day from the date of issue. In connection with the Concurrent Offering, the Company paid finder's fees in the aggregate cash amount of \$19,512.00. No finder's warrants or similar securities were issued in connection with the Concurrent Offering.

The Company intends to use the net proceeds of the Offering and Concurrent Offering for general corporate and working capital purposes to strengthen its balance sheet and to pay down the Company's operating line of credit held with its bank.

The Concurrent Offering constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") due to insiders of the Company, Scott MacFabe, CEO, Dan Hilton, CFO and Ian Macdonald, Chairman of the Board of Directors, purchasing an aggregate total of 175,000 common shares for gross proceeds of \$140,000.00 in the Concurrent Offering. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of the Concurrent Financing as the fair market value (as determined under MI 61-101) of the insider participation in the Concurrent Financing is below 25% of the Company's market capitalization (as determined in accordance with MI 61-101). The Company did not file a material change report 21 days prior to the expected closing date of the Concurrent Offering as the details of the insiders' participation in the Concurrent Offering had not been finalized at the time.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of securities in

the United States. The securities have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "**U.S. Securities Act**") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About BluMetric Environmental Inc.

BluMetric Environmental Inc. is a publicly traded environmental consulting and engineering company with expertise across professional and trade disciplines and technologies that allow for the design, fabrication and delivery of sustainable solutions to environmental and water challenges. BluMetric has more than 220 employees operating in ten offices and over 45 years of expertise. Headquartered in Ottawa, Ontario, BluMetric's team of industry experts serves Commercial and Industrial, Military, Mining and Government clients.

For more information, visit www.blumetric.ca or please contact:

Scott MacFabe, CEO
BluMetric Environmental Inc.
Tel: 1-877-487-8436 x242
Email: smacfabe@blumetric.ca

Dan Hilton, CFO
BluMetric Environmental Inc.
Tel: 1-877-487-8436 x550
Email: dhilton@blumetric.ca

Brandon Chow, Principal & Founder
Panolia Investor Relations Inc.
Tel: 1-647-598-8815
Email: brandon@panoliair.com

Forward-Looking Statements

Some of the statements in this press release, including those relating to, the use of net proceeds of the Offering and the Concurrent Offering, the expectations for the effects of the Offering, and other statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", or similar expressions, are forward-looking statements within the meaning of applicable Canadian securities laws. Forward-looking statements include, without limitation, the information concerning possible or assumed future results of operations of the Company. These statements are not historical facts but instead represent only the Company's expectations, estimates, and projections regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. We caution readers of this news release not to place undue reliance on our forward-looking statements as a number of factors could cause actual results or conditions to differ materially from current expectations. Please refer to the risks set forth in the Company's most recent annual MD&A and the Company's continuous disclosure documents that can be found on SEDAR+ at www.sedarplus.ca. The Company does not intend, and disclaims any obligation, except as required by law, to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

***NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER
(AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE)
ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.***

**NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**



To view the source version of this press release, please visit
<https://www.newsfilecorp.com/release/233669>