

**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 10, 2025.

Item 3. **News Release**

The Issuer disseminated a news release via Newsfile Corp. on December 10, 2025.

Item 4. **Summary of Material Changes**

On December 10, 2025, the Issuer announced the closing of its acquisition of DS Consultants Ltd.

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 10th of December 2025.

BluMetric Closes Acquisition of DS Consultants

Ottawa, Ontario--(Newsfile Corp. - December 10, 2025) - **BluMetric Environmental Inc. (TSXV: BLM)** ("**BluMetric**" or the "**Company**"), a full-service environmental consulting and engineering cleantech firm, announced the closing of its previously announced acquisition of DS Consultants Ltd. ("**DS Consultants**").

Pursuant to the terms of the share purchase agreement dated December 1, 2025, BluMetric acquired all of the issued and outstanding shares of DS Consultants for the aggregate consideration of up to \$22,500,000 (the "**Purchase Price**") which was satisfied on closing by the payment of (i) an initial cash payment by the Company of \$10,500,000 and (ii) the issuance of 5,245,468 common shares of the Company (the "**Consideration Shares**") at a deemed price of \$1.4298 per Consideration Share. The balance of the Purchase Price will be paid by way of a cash-based earnout paid over three years of a maximum of \$1,500,000 annually, tied to progressive EBITDA targets of \$4,000,000, \$5,000,000 and \$6,000,000. The Purchase Price is subject to DS Consultants retaining total assets net of total liabilities of at least \$4,000,000. The number of Consideration Shares paid to the vendors on the closing was determined by the 30-day volume weighted average of the Company's common shares as traded on the TSX Venture Exchange (the "**TSX-V**"). The Consideration Shares will be subject to a four-month hold period.

The acquisition of DS Consultants is an arm's length transaction and the issuance of the Consideration Shares will not result in the creation of a new Insider. No finder's fee was payable by the Company.

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 200 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:

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Forward-Looking Statements

Some of the statements in this press release, including those relating to the Company's quarterly and annual results, future products, opportunities and cost initiatives, strategies, 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.



To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/277634>