

**FORM 51-102F3**  
**Material Change Report**

**Item 1           Name and Address of Company**

Cleantek Industries Inc. (the “**Corporation**”)  
3200, 500 4<sup>th</sup> Ave SW  
Calgary, AB T2P 2V6

**Item 2           Date of Material Change**

October 29, 2021

**Item 3           News Release**

A news release disclosing the material change was issued and filed on SEDAR on October 29, 2021.

**Item 4           Summary of Material Change**

On October 29, 2021, the Corporation’s predecessor, Raise Production Inc. (“**Raise**”) completed its previously announced business combination with Cleantek Industries Inc. (“**Cleantek**”) pursuant to a plan of arrangement (the “**Transaction**”). The Transaction resulted in Cleantek transferring all of its issued and outstanding class A common shares (“**Cleantek Shares**”) to Raise in exchange for 58.3 common shares in the capital of Raise (“**Raise Shares**”) per Cleantek Share. The Transaction resulted in the reverse take-over of Raise by Cleantek under the policies of the TSX Venture Exchange (the “**TSXV**”).

**Item 5.1        Full Description of Material Change**

Pursuant to the terms of the arrangement agreement dated July 12, 2021 (the “**Agreement**”), Cleantek sold all of the issued and outstanding Cleantek Shares to Raise in exchange for 58.3 Raise Shares per Cleantek Share. In consideration for the purchase of all of the issued and outstanding Cleantek Shares, Raise issued an aggregate of 1,417,634,984 Raise Shares to the former shareholders of Cleantek.

In connection with the Transaction, Cleantek completed a private placement of 5,716,123 subscription receipts (“**Subscription Receipts**”) for aggregate gross proceeds of \$10,003,215.25. Upon satisfaction of the escrow release conditions, each Subscription Receipt converted into one unit of Cleantek (each, a “**Unit**”). Each Unit was comprised of one Cleantek Share and one half of one Cleantek Share purchase warrant (each whole warrant, a “**Cleantek Warrant**”). Each Cleantek Warrant entitles the holder thereof to purchase one Cleantek Share at an exercise price of \$2.25 at any time up to 36 months from the closing of the Transaction; provided that if, at any time prior to the expiry date of the Cleantek Warrants, the volume weighted average trading price of the common shares of the Corporation (the “**Common Shares**”) on the TSXV, or other principal exchange on which the Common Shares are listed, is greater than \$3.50 for 10 consecutive trading days, the Corporation may deliver a notice to the holders of Cleantek

Warrants accelerating the expiry date of the Cleantek Warrants to the date that is 30 days following the date of such notice. Upon completion of the Transaction, the Cleantek Shares and Cleantek Warrants issued upon conversion of the Subscription Receipts were exchanged for 58.3 Common Shares and warrants to purchase 58.3 Common Shares on the same terms as the Cleantek Warrants (the “**Warrants**”).

Pursuant to the terms of the Agreement, Cleantek and Raise were amalgamated and carry on the combined business of Raise and Cleantek under the name “Cleantek Industries Inc.”. Following the amalgamation, the Common Shares were then consolidated on the basis of one post-consolidation Common Share for every 58.3 pre-consolidation Common Shares and the Warrants were adjusted to entitle the holder thereof to purchase one post-consolidation Common Share for each 58.3 pre-consolidation Common Shares they were entitled to purchase, on the same terms as the Warrants. As at completion of the Transaction, former holders of Cleantek Shares collectively own approximately 85% of the Corporation, while holders of Raise Shares collectively own approximately 15% of the Corporation.

Following completion of the Transaction, the board of directors of the Corporation is now comprised of Richard McHardy, Paul Colucci, Reginald Greenslade, Al Stark, Phillip Knoll, Chris Lewis and Jesse Curlett and the management team of the Corporation is comprised of Matt Gowanlock, President and Chief Executive Officer and Orson Ross, Chief Financial Officer.

**Item 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**

For further information, please contact Matt Gowanlock, President and Chief Executive Officer of the Corporation at 403.567.8700 extension 1102.

**Item 9 Date of Report**

November 10, 2021