

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

**Item 1 Name and Address of Company**

CEMATRIX Corporation (the "**Company**")  
9727 - 40 St SE  
Calgary, Alberta T2C 2P4

**Item 2 Date of Material Change**

July 29, 2024

**Item 3 News Release**

A news release disclosing the material change was issued by the Company on July 29, 2024, distributed through Globe Newswire and subsequently filed on the Company's SEDAR+ profile.

**Item 4 Summary of Material Change**

The Company announced that it had closed its previously announced "bought deal" private placement. The Company entered into an underwriting agreement with Beacon Securities Limited ("**Beacon**"), as lead underwriter and sole bookrunner, and Centurion One Capital (together with Beacon, the "**Underwriters**"), whereby the Company issued a total of 14,667,000 units (the "**Units**"), at a price of \$0.45 per Unit, for aggregate gross proceeds of \$6,600,150 pursuant to Part 5A of National Instrument 45-106 – *Prospectus Exemptions*, including the full exercise of the Underwriters' option for gross proceeds of \$3,100,050.

**Item 5 Full Description of Material Change**

**Item 5.1 Full Description of Material Change**

Please see the attached news release of July 29, 2024.

**Item 5.2 Disclosure for Restructuring Transactions**

N/A

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

N/A

**Item 7 Omitted Information**

N/A

**Item 8 Executive Officer**

Jeffrey Kendrick,  
President and Chief Executive Officer  
Phone: (403) 219-0484

**Item 9 Date of Report**

August 5, 2024



## CEMATRIX Announces Closing of \$6.6 Million Bought Deal Private Placement

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

Calgary, Alberta – July 29, 2024 – CEMATRIX Corporation (TSX: CEMX) (OTCQB: CTXXF) ("CEMATRIX" or the "Company"), a North American leading manufacturer and supplier of technologically advanced cellular concrete products, is pleased to announce that it has closed its previously announced "bought deal" private placement. The Company entered into an underwriting agreement (the "Underwriting Agreement") with Beacon Securities Limited ("Beacon") as lead underwriter and sole bookrunner, and Centurion One Capital (together with Beacon, the "Underwriters"), whereby the Company issued a total of 14,667,000 units (the "Units") at a price of \$0.45 per Unit (the "Issue Price") for aggregate gross proceeds of \$6,600,150 pursuant to Part 5A (the "Listed Issuer Financing Exemption") of National Instrument 45-106 – *Prospectus Exemptions* (the "Offering"), including the full exercise of the Underwriters' option for gross proceeds of \$3,100,050.

Each Unit consists of one common share of the Company and one-half of one common share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitles the holder thereof to acquire one common share (a "Warrant Share") at a price per Warrant Share of \$0.60 for a period of 24 months from the closing of the Offering.

The Company intends to use the net proceeds of the Offering to support its sales growth and for working capital. The securities issued under the Listed Issuer Financing Exemption are not subject to a hold period pursuant to applicable Canadian securities laws. The Offering remains subject to final approval of the Toronto Stock Exchange.

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 U.S. state securities laws, and may not be offered or sold in the "United States" (as such term is defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable U.S. state securities laws or an exemption from such registration is available. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

For more information about CEMATRIX please visit [www.cematrix.com](http://www.cematrix.com).

### ABOUT CEMATRIX

CEMATRIX is a rapidly growing company that manufactures and supplies technologically advanced cellular concrete products developed from proprietary formulations across North America. This unique cement-based material with superior thermal protection delivers cost-effective, innovative solutions to a broad range of problems facing the infrastructure, industrial, energy and commercial markets. The Company's wholly owned operating subsidiaries include CEMATRIX (Canada) Inc. ("CCI"), Chicago based MixOnSite USA Inc. ("MOS") and Bellingham based Pacific International Grout Company

("PIGCO"). This has made CEMATRIX a true leader in North America's growing Cellular Concrete market. For more information, please visit our website at [www.cematrix.com](http://www.cematrix.com).

## **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

*Certain statements made and information contained in this news release, including statements regarding the use of proceeds raised under the Offering and final approval relating to the Offering, is "forward-looking information" within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, are forward-looking statements. Generally, forward-looking statements can be identified by the use of terminology such as "plans", "expects", "estimates", "intends", "anticipates", "believes" or variations of such words, or statements that certain actions, events or results "may", "could", "would", "might", "will be taken", "occur" or "be achieved". Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company.*

*Although the Company believes that the assumptions and factors used in preparing these forward-looking statements are reasonable based upon the information currently available to management as of the date hereof, actual results and developments may differ materially from those contemplated by these statements and no assurance can be given that such events will occur in the disclosed times frames or at all. Readers are therefore cautioned not to place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date of this news release and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.*

### **For further information, please contact:**

Jeff Kendrick - President and Chief Executive Officer  
Phone: (403) 219-0484

Glen Akselrod – President, Bristol Capital  
Phone: (905) 326 1888 ext 1  
[glen@bristolir.com](mailto:glen@bristolir.com)

Jeff Walker, The Howard Group – Investor Relations  
Phone: (888) 221-0915 or (403) 221-0915  
[jeff@howardgroupinc.com](mailto:jeff@howardgroupinc.com)