

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and address of the Company

Windfall Geotek Inc. (“Windfall Geotek” or the “Company”)
7005 Boulevard Taschereau
Suite 265
Brossard, Québec, J4Z 1A7

Item 2 Date of material change

November 6, 2025.

Item 3 News release

Windfall Geotek issued a new release with respect to the material change described below on November 7, 2025 via The Newswire.

Item 4 Summary of material change

On November 6, 2025, Windfall Geotek completed the closing of a non-brokered private placement by issuing 34,000,000 units of the Company at a price of \$0.02 per unit, for aggregate gross proceeds to Windfall Geotek of \$680,000.

Item 5 Full description of material change

5.1 Full Description of Material Change

On November 6, 2025, Windfall Geotek completed the closing of a non-brokered private placement (the “**Private Placement**”) by issuing 34,000,000 units of the Company (each a “**Unit**”) at a price of \$0.02 per Unit, for aggregate gross proceeds to Windfall Geotek of \$680,000.

Each of the Units is comprised of one (1) common share and one (1) common share purchase warrant (each a “**Warrant**”) of Windfall Geotek. Each Warrant issued under the Private Placement entitles its holder thereof to acquire one additional common share of Windfall Geotek at a price of \$0.05 until November 6, 2027.

In connection with the Private Placement, Windfall Geotek paid cash commissions to two (2) securities dealers in an aggregate amount of \$3,850. All of the foregoing securities issued under the Private Placement are subject to a hold period of four months and day expiring on March 7, 2026.

The net proceeds from the Private Placement will be used to advance the Company’s AI-based mineral exploration platform for identifying potential mineral targets, support the Company’s AI technology for UXO (unexploded ordnance) detection and provide for general working capital and research and development activities.

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

The executive officer who can answer questions regarding this report is Michel Fontaine. Mr. Fontaine, Chief Executive Officer of Windfall Geotek, can be reached at (514) 994-5843 and by email at michel@windfallgeotek.com.

Item 9 Date of Report

November 14, 2025.