

**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 9, 2025.

**Item 3.**      **News Release**

The Issuer disseminated a news release via Newsfile Corp. on December 9, 2025.

**Item 4.**      **Summary of Material Changes**

On December 9, 2025, the Issuer announced the closing of a best-efforts brokered offering of 11,538,461 common shares of the Issuer (the “Offered Shares”) at a price of \$1.30 per Offered Share for aggregate gross proceeds of \$14,999,999.30.

**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 9<sup>th</sup> of December 2025.

# BluMetric Announces Closing of \$15 Million Brokered Offering

Ottawa, Ontario--(Newsfile Corp. - December 9, 2025) - BluMetric Environmental Inc. (TSXV: BLM) (OTCQX: BLMWF) ("**BluMetric**" or the "**Company**"), an engineering WaterTech and full-service environmental consulting firm, is pleased to announce that the Company has closed its previously announced best-efforts brokered offering of 11,538,461 common shares of the Company (the "**Offered Shares**") at a price of \$1.30 per Offered Share for aggregate gross proceeds of \$14,999,999.30 (the "**Offering**"). The offering was led by Clarus Securities Inc. and Raymond James Ltd. (together, the "**Agents**"), as co-agents and co-book runners.

The Offered Shares were offered in the provinces of British Columbia, Alberta, Manitoba, Ontario and New Brunswick pursuant to a prospectus supplement dated December 3, 2025 (the "**Prospectus Supplement**") to the short form base shelf prospectus of the Company dated November 18, 2025 (the "**Shelf Prospectus**"). The Offered Shares were also offered in the United States or to "qualified institutional buyers" pursuant to Rule 144A under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") or in such other manner as to not require registration under the U.S. Securities Act or any applicable securities laws of any state of the United States. Copies of the Shelf Prospectus and the Supplement can be found the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

In consideration for the services rendered in connection with the Offering, the Company paid the Agents a cash fee equal to \$899,999.96 representing 6.0% of the gross proceeds of the Offering and issued to the Agents 692,307 broker warrants (the "**Broker Warrants**") equal in number to 6.0% of the number of Offered Shares issued under the Offering. Each Broker Warrant entitles the Agent to one (1) common share of the Company at an exercise price of \$1.30 for a period of 18 months from the date of closing.

Proceeds from the Offering will be used to fund the cash portion of the purchase price of the previously announced acquisition of DS Consultants Ltd. ("**DS Consultants**") and for working capital and general corporate purposes.

The acquisition of DS Consultants was announced December 1, 2025. Pursuant to a share purchase agreement dated December 1, 2025, the Company agreed to acquire all of the issued and outstanding shares of DS Consultants for the aggregate consideration of up to \$22,500,000 (the "**Purchase Price**"), which will be satisfied through: (i) an initial cash payment by the Company of \$10,500,000; (ii) the issuance of \$7,500,000 of common shares of the Company (the "**Consideration Shares**"); and (iii) a cash-based earnout paid over three years to a maximum of \$1,500,000 annually, tied to progressive EBITDA targets. 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 shall be determined by the 30-day volume weighted average of the Company's common shares as traded on the TSX Venture Exchange (the "**TSX-V**").

"We maintain a disciplined approach to acquisitions, continuously assessing opportunities that align with our strategic priorities," said Scott MacFabe, BluMetric's CEO. "Our current pipeline is strong, comprising opportunities that we expect to be accretive to the Company. We have structured the purchase price for the acquisition of DS Consultants to include progressive earn-out payments based on achieving EBITDA targets of \$4 million, \$5 million and \$6 million in the first, second and third annual earn-out periods following closing, respectively, consistent with our mutual expectations for the performance of DS Consultants going forward. We remain committed to focusing on deploying capital into opportunities valued at approximately four to six times EBITDA."

DS Consultants provides engineering consulting services in the areas of geotechnical engineering, environmental services, hydrogeology, materials inspection and testing, instrumentation and monitoring, and building science. Its services are provided throughout the land development and building

construction cycle, including pre-purchase due diligence, design and approvals support, and construction-stage review.

The acquisition of DS Consultants Ltd. is expected to close on December 10, 2025 or such earlier or later date as the parties may agree.

The securities referred to in this news release have not been, nor will they be, registered under the U.S. Securities Act or any U.S. state securities laws, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release does not constitute an offer for sale of securities, nor a solicitation for offers to buy any securities in the United States, nor in any other jurisdiction in which such offer, solicitation or sale would be unlawful. "United States" and "U.S. person" are as defined in Regulation S under the U.S. Securities Act.

### **About BluMetric Environmental Inc.**

BluMetric Environmental Inc. is a publicly traded water technology and environmental engineering firm. BluMetric designs, fabricates, and delivers sustainable solutions to complex water and environmental challenges. The Company is supported by more than 230 employees across 11 offices and 3 manufacturing facilities, with over 50 years of history. Headquartered in Ottawa, Ontario, BluMetric's team of industry experts serves Commercial and Industrial, Government, Military, and Mining clients.

For more information, visit [www.blumetric.ca](http://www.blumetric.ca) or please contact:

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### **Forward-Looking Statements**

This news release contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, "forward-looking statements"). Such forward-looking statements relate to future events, conditions or future financial performance of BluMetric based on future economic conditions and courses of action. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of any words such as "anticipate", "budget", "plan", "goal", "expect" and similar expressions. Specifically, this news release contains forward-looking statements relating to, but not limited to: statements regarding: obtaining all necessary regulatory approvals, including the final acceptance of the Offering by the TSX-V; the listing of the common shares on the TSX-V; and the intended use of the net proceeds of the Offering; and the timing of the closing of the acquisition of DS Consultants.

Forward-looking statements involve known and unknown risks, assumptions, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Material risk factors that could cause actual results to differ materially from the

forward-looking statements contained in this news release include, among others, demand for BluMetric's products and services; general economic and market conditions; competition; and other risks set forth in the Company's most recent annual information form available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The Company believes the expectations reflected in the forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this news release should not be unduly relied upon. Material factors and assumptions used to develop the forward-looking statements contained in this news release include, among others: the Company's ability to execute on its business plan; demand for the Company's products and services; operating assumptions; and financial projections and cost estimates. These foregoing lists are not exhaustive. Additional information on these and other factors which could affect the Company's operations or financial results are included in the Company's most recent annual information form, MD&A and other public documents on file with the Canadian Securities regulatory authorities on [www.sedarplus.ca](http://www.sedarplus.ca).

The forward-looking statements represent the Company's views as at the date of this news release. There can be no assurance that forward-looking statements will prove to be accurate, as actual events and future events could differ materially from those anticipated in such statements. Readers should not place undue reliance on any forward-looking statement. The Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities law.

*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.*



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