FORM 51-102F3

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Canadian Utilities Limited ("**Canadian Utilities**")
5302 Forand St. S.W.
Calgary, Alberta, T3E 8B4

2. Date of Material Change:

October 6, 2026

3. News Release:

On October 6, 2026, a joint news release concerning the material change described in this report was issued by Canadian Utilities, ATCO Ltd. ("**ATCO**") and Emera Incorporated ("**Emera**") and disseminated through the facilities of Cision and subsequently filed on Canadian Utilities' SEDAR+ profile at www.sedarplus.ca.

4. Summary of Material Change:

On October 6, 2026, Canadian Utilities, ATCO, Emera and 2856571 Alberta Ltd. ("**SpinCo**"), a wholly-owned subsidiary of ATCO, entered into an arrangement agreement (the "**Arrangement Agreement**"), pursuant to which Emera has agreed to acquire: (a) all of the issued and outstanding Class A non-voting shares of Canadian Utilities (the "**Canadian Utilities Class A Shares**") and Class B common shares of Canadian Utilities (the "**Canadian Utilities Class B Shares**" and, together with the Canadian Utilities Class A Shares, the "**Canadian Utilities Shares**") not held by ATCO; and (b) all of the issued and outstanding Class I non-voting shares of ATCO (the "**ATCO Class I Shares**") and Class II voting shares of ATCO (the "**ATCO Class II Shares**" and, together with the ATCO Class I Shares, the "**ATCO Shares**"), pursuant to a court-approved arrangement (the "**Arrangement**") under section 192 of the *Canada Business Corporations Act* (the "**CBCA**").

In addition, pursuant to the Arrangement, ATCO will spin out its industrial services business to SpinCo (the "**Spin-Out Transaction**"), subject to and in accordance with the terms of a separation agreement (the "**Separation Agreement**") to be entered into by ATCO and SpinCo on the effective date of the Arrangement (the "**Effective Date**").

Under the terms of the Arrangement: (a) the holders of Canadian Utilities Class A Shares (other than ATCO) will receive 0.755 of a common share of Emera (the "**Emera Shares**") for each Canadian Utilities Class A Share held; (b) the holders of Canadian Utilities Class B Shares (other than ATCO) will receive 0.819 of an Emera Share for each Canadian Utilities Class B Share held; (c) the holders of ATCO Class I Shares will receive 0.865 of an Emera Share and one Class I non-voting share of SpinCo (the "**SpinCo Class I Shares**") for each ATCO Class I Share held; and (d) the holders of ATCO Class II Shares will receive 0.865 of an Emera Share and one Class II voting share of SpinCo (the "**SpinCo Class II Shares**") for each ATCO Class II Share held.

Capitalized terms not otherwise defined herein shall have the meaning given to them in the Arrangement Agreement.

5. Full Description of Material Change:

5.1 Full Description of Material Change:

Summary of Arrangement

On October 6, 2026, Canadian Utilities, ATCO, Emera and SpinCo entered into the Arrangement Agreement. Pursuant to the terms of the Arrangement Agreement, subject to the requisite approval of holders of ATCO Shares, ATCO will continue from the *Business Corporations Act* (Alberta) to the CBCA (the "**Continuance**") prior to the hearing for the Final Order in respect of the Arrangement. In accordance with the plan of arrangement attached as a schedule to the Arrangement Agreement (the "**Plan of Arrangement**"), upon the effectiveness of the Arrangement on the Effective Date, among other things:

(a) the Separation Agreement will become effective and ATCO will transfer the SpinCo Assets and 4,848,109 Canadian Utilities Class A Shares to SpinCo in exchange for: (i) such number of SpinCo Class I Shares as is equal to the number of ATCO Class I Shares outstanding (excluding any ATCO Class I Shares owned by Emera); (ii) such number of SpinCo Class II Shares as is equal to the number of ATCO Class II Shares outstanding (excluding any ATCO Class II Shares owned by Emera), minus one (representing the one share issued on incorporation); and (iii) the assumption by SpinCo of the SpinCo Liabilities;

(b) ATCO will distribute to ATCO Shareholders (other than Emera), by way of an in-kind dividend: (i) one SpinCo Class I Share for each ATCO Class I Share held; and (ii) one SpinCo Class II Share for each ATCO Class II Share held;

(c) Emera will acquire: (i) each outstanding ATCO Class I Share in exchange for 0.865 of an Emera Share; and (ii) each outstanding ATCO Class II Share in exchange for 0.865 of an Emera Share; and

(d) Emera will acquire: (i) each outstanding Canadian Utilities Class A Share (excluding those held by ATCO but including those transferred to SpinCo pursuant to step (a) described above) in exchange for 0.755 of an Emera Share; and (ii) each outstanding Canadian Utilities Class B Share (other than those held by ATCO) in exchange for 0.819 of an Emera Share.

All Series Second Preferred Shares of Canadian Utilities outstanding prior to the effective time of the Arrangement will remain outstanding upon completion of the Arrangement and unaffected thereby.

Upon completion of the Spin-Out Transaction pursuant to the Arrangement, SpinCo will hold ATCO's industrial services business and will focus on housing, defence and investments, including ports and retail energy. Pursuant to the Plan of Arrangement, SpinCo will be renamed "ATCO Ltd." (or such other name as the parties determine) and ATCO will change its name to such name as the parties determine.

Treatment of Canadian Utilities Incentives

Under the terms of the Arrangement Agreement, effective and conditional upon the completion of the Arrangement, all unvested restricted share units ("**Canadian Utilities RSUs**") and phantom stock options ("**Canadian Utilities Phantom Options**") of Canadian Utilities will vest on the Effective Date and all Canadian Utilities RSUs and Canadian Utilities Phantom Options outstanding at the effective time of the Arrangement will be settled in cash in accordance with the applicable incentive plan. In addition, pursuant to the terms of the Arrangement, all outstanding in-the-money stock options ("**Canadian Utilities Options**") and share appreciation rights ("**Canadian Utilities SARs**") of Canadian Utilities will be surrendered and cancelled in exchange for a cash payment equal to their in-the-money value, other than unvested Canadian Utilities Options held by Nancy Southern, which will be exchanged for options to purchase Emera Shares. Any outstanding out-of-the-money Canadian Utilities Options and Canadian Utilities SARs will be surrendered and cancelled for no consideration.

Conditions to the Completion of the Arrangement

The Arrangement is subject to a number of conditions, including, among others:

(1) the approval of: (a) the special resolution of ATCO Shareholders approving the Continuance (the "**Continuance Resolution**") by at least 66⅔% of the votes cast by ATCO Shareholders, voting as a single class, at a special meeting of the ATCO Securityholders (the "**ATCO Meeting**"), and (b) the special resolution of ATCO Securityholders (as defined herein) approving the Arrangement (the "**ATCO Arrangement Resolution**") by (i) at least 66⅔% of the votes cast by ATCO Shareholders, voting as a single class, at the ATCO Meeting, (ii) at least 66⅔% of the votes cast by ATCO Shareholders, holders of options of ATCO and holders of share appreciation rights of ATCO (collectively, "**ATCO Securityholders**"), voting as a single class, at the ATCO Meeting, and (iii) if required, a simple majority of the votes cast by holders of ATCO Class I Shares at the ATCO Meeting, excluding the votes required to be excluded under applicable Canadian securities laws, in each case, by applicable holders present or represented by proxy at the ATCO Meeting;

(2) the approval of the special resolution of Canadian Utilities Securityholders (as defined herein) approving the Arrangement (the "**Canadian Utilities Arrangement Resolution**") by (i) at least 66⅔% of the votes cast by holders of Canadian Utilities Class A Shares at a special meeting of Canadian Utilities Securityholders (the "**Canadian Utilities Meeting**"), (ii) at least 66⅔% of the votes cast by holders of Canadian Utilities Class B Shares at the Canadian Utilities Meeting, (iii) at least 66⅔% of the votes cast by Canadian Utilities Shareholders, holders of Canadian Utilities Options and holders of Canadian Utilities SARs (collectively, "**Canadian Utilities Securityholders**"), voting as a single class, at the Canadian Utilities Meeting, and (iv) a simple majority of the votes cast by holders of Canadian Utilities Class A Shares at the Canadian Utilities Meeting, excluding the votes required to be excluded under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*, in each case, by applicable holders present or represented by proxy at the Canadian Utilities Meeting;

(3) the approval of the ordinary resolution of holders of Emera Shares (the "**Emera Shareholders**") approving the issuance of Emera Shares pursuant to the Arrangement (the "**Emera Share Issuance Resolution**") by a simple majority of the votes cast by Emera Shareholders present or represented by proxy at a special meeting of Emera Shareholders (the "**Emera Meeting**" and, together with the ATCO Meeting and the Canadian Utilities Meeting, the "**Meetings**");

(4) the approval of the Arrangement by the Court of King's Bench of Alberta;

(5) receipt of the Key Regulatory Approvals, including with respect to the *Competition Act* (Canada), the *Canada Transportation Act*, the *Public Utilities Act* (Alberta), the *Gas Utilities Act* (Alberta), the *Public Utilities Act* (Northwest Territories), the *Competition and Consumer Act 2010* (Australia), the *Foreign Acquisitions and Takeovers Act* (Australia), *Ley Federal de Competencia Económica of Mexico*, the *Hart-Scott-Rodino Antitrust Improvements Act of 1976* (United States), the Committee on Foreign Investment in the United States, the Federal Communications Commission of the United States and the Federal Energy Regulatory Commission of the United States;

(6) the conditional approval of the TSX and the conditional approval of the New York Stock Exchange of the listing of the Emera Shares to be issued pursuant to the Arrangement on the TSX and the New York Stock Exchange, respectively;

(7) the conditional approval of the TSX of the listing of the SpinCo Class I Shares issuable pursuant to the Arrangement on the TSX; and

(8) other customary closing conditions.

It is also a condition in favour of Emera that holders of not greater than 10% of the outstanding Canadian Utilities Shares and not greater than 10% of the outstanding ATCO Shares shall have validly exercised dissent rights with respect to the Arrangement or the Continuance (in the case of holders of ATCO Shares) that have not been withdrawn as of the Effective Date.

Representations, Warranties and Covenants

The Arrangement Agreement contains customary representations, warranties and covenants of the parties, including reciprocal covenants of Canadian Utilities, ATCO and Emera to conduct their respective businesses in the ordinary course pending completion of the Arrangement and to use their reasonable best efforts to obtain the Key Regulatory Approvals, subject to certain specified exceptions, including that Emera is not required to agree to a Material Remedy.

Non-Solicitation and Termination Fees

The Arrangement Agreement provides for customary non-solicitation covenants of Canadian Utilities, ATCO and Emera, subject to: (a) a customary "fiduciary out" exception for Superior Proposals related to Emera and a "fiduciary out" exception for Superior Proposals related to Canadian Utilities and ATCO described below; and (b) the rights of Canadian Utilities and ATCO to match a Superior Proposal received by Emera, and of Emera to match a Superior Proposal received by Canadian Utilities and ATCO, in either such case, within five business days. In order for the "fiduciary out" rights of Canadian Utilities and ATCO to be engaged, both the Canadian Utilities Board and the ATCO Board must determine that an Acquisition Proposal constitutes or could reasonably be expected to lead to a Superior Proposal, and neither Canadian Utilities nor ATCO may act on such Acquisition Proposal if only one such board makes that determination. Notwithstanding any change in the Canadian Utilities Board Recommendation in respect of the Arrangement or Canadian Utilities' entry into a Permitted Acquisition Agreement in respect of a Superior Proposal received by Canadian Utilities and ATCO: (a) Canadian Utilities is not entitled to terminate the Arrangement Agreement or enter into a contract (other than a Permitted Acquisition Agreement) in respect of such Superior Proposal; and (b) unless the Arrangement Agreement is otherwise terminated, Canadian Utilities is required to hold the Canadian Utilities Meeting and put the Canadian Utilities Arrangement Resolution to the Canadian Utilities Securityholders for consideration.

The Arrangement Agreement provides for the payment by Canadian Utilities (on behalf of Canadian Utilities and ATCO) of a $432 million termination fee to Emera if the Arrangement Agreement is terminated in certain specified circumstances, including, among other things, in the event of: (a) a change in the ATCO Board Recommendation in respect of the Continuance and Arrangement or a change in the Canadian Utilities Board Recommendation in respect of the Arrangement, in either such case, in a manner adverse to Emera or a failure to make the ATCO Board Recommendation or the Canadian Utilities Board Recommendation; (b) the approval of or entry into a Permitted Acquisition Agreement in respect of a Superior Proposal received by ATCO and Canadian Utilities; or (c) an Acquisition Proposal in respect of Canadian Utilities and/or ATCO being publicly announced prior to the termination of the Arrangement Agreement in certain specified circumstances and, within 12 months following such termination: (i) an Acquisition Proposal in respect of Canadian Utilities and/or ATCO being completed; or (ii) a definitive agreement in respect of an Acquisition Proposal being entered into or a Permitted Acquisition Agreement in respect of an Acquisition Proposal becoming effective and in either case, such Acquisition Proposal subsequently being completed.

In addition, the Arrangement Agreement provides for the payment by Emera to Canadian Utilities (on behalf of Canadian Utilities and ATCO) of: (a) a $634 million termination fee if the Arrangement Agreement is terminated in certain specified circumstances that are substantially equivalent to those in which the $432 million termination fee is payable by Canadian Utilities, but in respect of Emera; or (b) a $720 million termination fee if the Arrangement Agreement is terminated in certain circumstances relating to the failure to obtain the Key Regulatory Approvals by the Outside Date or where a law relating to the Key Regulatory Approvals is in effect that makes consummation of the Arrangement illegal, provided that Emera will not be obligated to pay both such fees and, if both become otherwise payable, Emera will only be required to pay the $720 million regulatory termination fee. No regulatory termination fee is payable if the failure to obtain

the Key Regulatory Approvals resulted principally from the failure of Canadian Utilities, ATCO or SpinCo to perform their respective obligations in respect of the Key Regulatory Approvals.

Subject to certain limitations, Canadian Utilities, ATCO or Emera may terminate the Arrangement Agreement if the Arrangement is not completed by December 31, 2027, which date may be extended by any party by an additional 90 days if any Key Regulatory Approval has not been obtained and none of the Key Regulatory Approvals has been denied by a non-appealable decision of a governmental authority, and thereafter by mutual written agreement of the parties.

Post-Closing Matters

Following the Effective Date, Emera's head office and principal executive offices will remain in Halifax, Nova Scotia, and Canadian Utilities' corporate and operational headquarters will be maintained in Calgary, Alberta; Edmonton, Alberta; and Perth, Australia. On the Effective Date, the board of directors of Emera (the "**Emera Board**") will consist of thirteen members, six of whom will be individuals proposed by Canadian Utilities and ATCO and approved by Emera, such approval not to be unreasonably withheld, and Nancy Southern will be appointed as Co-Chair of the Emera Board.

Upon closing of the Arrangement, management of Emera will continue to be led by Scott Balfour, President and Chief Executive Officer of Emera. Key members of Canadian Utilities' leadership team will join Emera's executive team, including Bob Myles, who will continue as Chief Executive Officer of Canadian Utilities and will join the Emera executive leadership team in that capacity, and Becky Penrice will be appointed as Executive Vice President, Corporate Transformation and Integration of Emera.

Spin-Out Agreements

On the Effective Date, SpinCo will enter into a number of agreements in connection with the Spin-Out Transaction, including a transition services agreement (the "**Transition Services Agreement**") with Canadian Utilities and an employee matters agreement (the "**Employee Matters Agreement**") with ATCO and Canadian Utilities.

The Transition Services Agreement will set out the terms upon which Canadian Utilities will provide SpinCo with certain transition services following the effective time of the Arrangement. The Employee Matters Agreement will set out the terms upon which ATCO will transfer the employment of certain employees to SpinCo and establish certain benefits plans for such transferred employees. The Employee Matters Agreement will also allocate employment and benefit related liabilities between the parties.

The final terms of the Separation Agreement, the Transition Services Agreement, the Employee Matters Agreement and the other agreements entered into by SpinCo on the Effective Date, including certain schedules thereto, will be settled during the interim period prior to the Effective Date in accordance with an agreed upon transition plan, which provides for, among other things, the establishment of a transition steering committee to oversee the separation of the SpinCo Assets and SpinCo Liabilities from ATCO.

Court Approval

The Arrangement will be effected under section 192 of the CBCA in accordance with the Plan of Arrangement. Pursuant to the Arrangement Agreement, Canadian Utilities and ATCO have agreed to apply for an Interim Order of the Court of King's Bench of Alberta, in cooperation with Emera, by no later than January 7, 2027, subject to court availability. The Interim Order is expected to contain, among other things, declarations and directions with respect to the Arrangement and the calling and conduct of the Canadian Utilities Meeting and the ATCO Meeting. Following receipt of the requisite securityholder approvals, Canadian Utilities and ATCO will apply to the Court of King's Bench of Alberta for a Final Order approving the Arrangement.

Canadian Utilities Fairness Opinion

Gordon Dyal & Co., LLC ("**Dyal**") acted as financial advisor to Canadian Utilities and ATCO and BMO Nesbitt Burns Inc. ("**BMO**") acted as financial advisor to the special committee of the Canadian Utilities Board (the "**Canadian Utilities Special Committee**") in connection with the Arrangement. BMO has provided an opinion to the Canadian Utilities Special Committee to the effect that, as of the date of such opinion, and subject to the assumptions, limitations and qualifications set forth therein, the consideration to be received by Canadian Utilities Shareholders (other than ATCO and certain of its affiliates and related parties) pursuant to the Arrangement is fair, from a financial point of view, to such Canadian Utilities Shareholders (the "**Canadian Utilities Fairness Opinion**").

Board Recommendations

Based on, among other things, the Canadian Utilities Fairness Opinion, the advice of its legal advisors and Dyal and the unanimous recommendation of the Canadian Utilities Special Committee, the Canadian Utilities Board unanimously (with interested directors abstaining): (a) determined that the Arrangement and the entry into the Arrangement Agreement by Canadian Utilities are in the best interests of Canadian Utilities and that the Arrangement is fair to Canadian Utilities Shareholders (other than ATCO and certain of its affiliates and related parties); (b) approved the Arrangement Agreement and the transactions contemplated thereby; and (c) resolved to recommend that Canadian Utilities Securityholders vote in favour of the Canadian Utilities Arrangement Resolution.

Support Agreements

On October 6, 2026, concurrently with the execution of the Arrangement Agreement, Sentgraf, Sentgraf Holdings Ltd. and the Margaret E. Southern Spousal Trust, who collectively hold approximately 34.45% of the outstanding ATCO Shares (including 100% of outstanding ATCO Class II Shares) and 0.47% of the outstanding Canadian Utilities Shares, entered into voting support agreements (the "**Controlling Shareholder Support Agreements**") with Emera pursuant to which they have irrevocably agreed, among other things, to vote their ATCO Shares and Canadian Utilities Shares, as applicable, in favour of the Continuance and the Arrangement and against any competing Acquisition Proposals. Unless earlier terminated in accordance with their terms, the Controlling Shareholder Support Agreements will continue in full force and effect until the earlier of (a) the effective date of the Arrangement, (b) the Outside Date, and (c) the date that is ten months following the date the Arrangement Agreement is validly terminated due to the failure to obtain the requisite approval of the ATCO Securityholders or Canadian Utilities Securityholders, as the case may be. The Controlling Shareholder Support Agreements may be terminated earlier in certain circumstances, including by the applicable shareholder if the Arrangement Agreement is terminated as a result of the failure of Emera Shareholders to approve the Emera Share Issuance Resolution, the approval of or entry into a Permitted Acquisition Agreement in respect of a Superior Proposal by Emera, or a material breach by Emera of its non-solicitation covenants, or if the consideration payable under the Arrangement is decreased or its form is changed.

Also concurrently with the execution of the Arrangement Agreement, ATCO, which holds approximately 52.40% of the outstanding Canadian Utilities Shares (including approximately 99.57% of the outstanding Canadian Utilities Class B Shares), entered into a voting support agreement (the "**ATCO Support Agreement**") with Emera, pursuant to which ATCO agreed to vote its Canadian Utilities Shares in favour of the Canadian Utilities Arrangement Resolution and against any competing Acquisition Proposals. The ATCO Support Agreement may be terminated by ATCO if the ATCO Board recommends a Superior Proposal, withdraws its recommendation or determination in respect of the Arrangement or enters into a Permitted Acquisition Agreement in respect of a Superior Proposal, in each case, in accordance with the terms of the Arrangement Agreement. Unless earlier terminated, the ATCO Support Agreement automatically terminates upon the termination of the Arrangement Agreement in accordance with its terms.

In addition:

(a) the directors and executive officers of Canadian Utilities entered into voting support agreements (the "**Canadian Utilities D&O Support Agreements**") with Emera pursuant to which they have agreed, among other things, to vote their Canadian Utilities Shares, Canadian Utilities Options and Canadian Utilities SARs, as applicable, in favour of the Canadian Utilities Arrangement Resolution and against any competing Acquisition Proposals;

(b) the directors and executive officers of Emera entered into voting support agreements (the "**Emera D&O Support Agreements**") with ATCO and Canadian Utilities pursuant to which they have agreed, among other things, to vote their Emera Shares in favour of the Emera Share Issuance Resolution and against any competing Acquisition Proposals; and

(c) the directors and executive officers of ATCO entered into voting support agreements (the "**ATCO D&O Support Agreements**") with Emera pursuant to which they have agreed, among other things, to vote their ATCO Shares, options of ATCO and share appreciation rights of ATCO, as applicable, in favour of the Continuance Resolution and the ATCO Arrangement Resolution and against any competing Acquisition Proposals.

Additional Information

Further information regarding the Arrangement will be contained in a joint management information circular (the "**Circular**") that Emera, Canadian Utilities and ATCO will prepare, file and mail to Emera Shareholders, Canadian Utilities Securityholders and ATCO Securityholders, respectively, in connection with the Meetings. Each of the Meetings is expected to be held in the first quarter of 2027. A copy of the Circular will be filed on Canadian Utilities' SEDAR+ profile at www.sedarplus.ca.

The foregoing descriptions of the Arrangement Agreement, the Separation Agreement, the Controlling Shareholder Support Agreements, the ATCO Support Agreement, the Canadian Utilities D&O Support Agreements, the Emera D&O Support Agreements and the ATCO D&O Support Agreements do not purport to be complete and are subject to, and qualified in their entirety by, the full text of such agreements. Copies of the Arrangement Agreement, the Controlling Shareholder Support Agreements, the ATCO Support Agreement, the form of Canadian Utilities D&O Support Agreement and the form of Emera D&O Support Agreement are available on Canadian Utilities' SEDAR+ profile at www.sedarplus.ca. The form of Separation Agreement is appended as Schedule "I" to the Arrangement Agreement and the form of ATCO D&O Support Agreement is available on ATCO's and Emera's SEDAR+ profiles at www.sedarplus.ca.

5.2 Disclosure for Restructuring Transactions:

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information concerning the material change discussed herein, please contact:

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Senior Vice President, Financial Operations

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9. Date of Report:

October 16, 2026

Cautionary Note Regarding Forward-Looking Statements

Certain statements contained in this material change report constitute forward-looking information within the meaning of applicable Canadian securities laws, which reflect the current expectations of Canadian Utilities with respect to the proposed combination of Emera and Canadian Utilities and the related reorganization of ATCO (collectively, for purposes of this forward-looking information disclosure, the "Transaction") and the future growth, results of operations, performance, business prospects and opportunities of the resulting combined company and SpinCo and may not be appropriate for other purposes.

Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", "goals", "targets", "strategy", "future", and similar expressions. In particular, forward-looking information in this material change report includes, but is not limited to, reference to expectations with respect to the Transaction and the future growth, results of operations, performance, business prospects and opportunities of the resulting combined and spun-out companies.

Without limiting the foregoing, this material change report contains forward-looking information pertaining to, without limitation: the Transaction, including the expected timing of closing, the expected application for the Interim Order and the Final Order, the expected timing of the mailing of the Circular and the special meeting of each company's securityholders, the conditional listing and posting, as applicable, of the Emera Shares and the SpinCo Class I Shares on the applicable stock exchanges, the receipt of required approvals, the anticipated treatment of the Canadian Utilities RSUs, Canadian Utilities Phantom Options, Canadian Utilities Options and Canadian Utilities SARs, the potential payment of termination fees, the leadership and management of Emera and Canadian Utilities following completion of the Transaction, the expected entry into, and terms of, the Separation Agreement and the other agreements contemplated thereby, and expectations regarding the assets, business and focus of SpinCo upon completion of the Transaction.

The forward-looking information in this material change report is based on certain assumptions that Canadian Utilities has made in respect thereof as at the date of this material change report, regarding, among other things: the ability of the parties to receive all necessary securityholder, court, regulatory and stock exchange approvals, including the Key Regulatory Approvals without the imposition of a Material Remedy, to satisfy the other conditions to closing of the Transaction in a timely manner and on satisfactory terms; the availability of the Court of King's Bench of Alberta to hear the applications for the Interim Order and Final Order on the anticipated timelines; the timely preparation and mailing of the Circular; the absence of any Superior Proposal; the absence of any event giving rise to a right to terminate the Arrangement Agreement; and the ability of the parties to complete the Transaction substantially on the terms currently contemplated. Although Canadian Utilities believes these assumptions are reasonable based on the information available on the date such statements are made and processes used to prepare the information, such statements are not guarantees of future performance and no assurance can be given that these assumptions will prove to be correct.

Forward-looking information should not be unduly relied upon. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties, and other factors which may cause actual results to differ

materially from those anticipated in such forward-looking information. Factors that could cause results or events to differ from current expectations include, without limitation: the parties' ability to receive all necessary regulatory, court, securityholder and third-party approvals, and to satisfy the other conditions to closing of the Transaction, in a timely manner and on satisfactory terms; the risk that the Key Regulatory Approvals are not obtained or are obtained subject to conditions that are not anticipated; the exercise of dissent rights in excess of the applicable thresholds; the occurrence of any event, change or other circumstance that could give rise to the termination of the Arrangement Agreement, including as a result of a Superior Proposal or the Transaction not being completed by the Outside Date, and the possibility that Canadian Utilities may be required to pay a termination fee in certain circumstances; delays in court availability, the mailing of the Circular or the holding of each company's securityholder meetings; regulatory and political risk; change in law risk; regulatory and government decisions, including changes to environmental legislation, financial reporting and tax legislation; and other factors discussed or referred to under the heading "Business Risks and Risk Management" in Canadian Utilities' Management's Discussion and Analysis for the year ended December 31, 2025, a copy of which can be found on Canadian Utilities' SEDAR+ profile at www.sedarplus.ca. In addition, the Transaction may not be completed, or may be delayed, if the conditions to closing (including the timely receipt of all necessary approvals) of the Transaction are not satisfied on the anticipated timelines or at all. Accordingly, there is a risk that the Transaction will not be completed within the anticipated time, on the terms currently proposed or at all. Due to the interdependencies and correlation of these factors, the impact of any one material assumption or risk on a forward-looking statement cannot be determined with certainty. Readers are cautioned that the foregoing lists are not exhaustive. Additional risks and uncertainties will be discussed in the Circular and other materials that Canadian Utilities will file with the applicable securities regulatory authorities in connection with the Transaction.

All forward-looking information in this material change report is qualified in its entirety by the above cautionary statements. Any forward-looking information contained in this material change report represents Canadian Utilities' expectations as of the date hereof and is subject to change after such date. Canadian Utilities disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable Canadian securities laws.