FORM 51-102F3
MATERIAL CHANGE REPORT

1. Name and Address of Company:

Abound Energy Inc.
8 – 3331 Viking Way
Richmond, BC V6V 1X7

(the "Company")

2. Date of Material Change:

July 31, 2026

3. Press Release:

A press release was disseminated and filed on SEDAR+ on July 31, 2026.

4. Summary of Material Change:

The Company completed its non-brokered private placement of 3,741,087 common shares at a price of $0.08 per share for gross proceeds of $299,286.96 (the "Private Placement"), and closed its technology commercialization and license transaction with H2Si Power Incorporated (the "Vendor"), under which it issued 5,000,000 common shares to the Vendor at a deemed price of $0.08 per share, of which 4,000,000 are held in escrow pending achievement of specified performance milestones. One insider of the Company participated in the Private Placement, which constituted a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"), and the Company relied on the exemptions from the formal valuation and minority shareholder approval requirements contained in sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101.

5. Full Description of Material Change:

5.1 Full Description of Material Change: Please see attached Schedule "A". A director of the Company acquired 450,000 common shares under the Private Placement for $36,000, on the same terms as the other subscribers, increasing the director's holdings from 253,333 common shares (approximately 1.16%) to 703,333 common shares (approximately 2.30%). The Private Placement is connected to the Company's debt settlement completed on July 16, 2026 (the "Debt Settlement"), under which, at a deemed price of $0.08 per share: (i) a company controlled by a director acquired 1,250,000 common shares in settlement of $100,000, increasing its holdings from 903,536 common shares (approximately 5.18%) to 2,153,536 common shares (approximately 7.05%); (ii) a company controlled by a director and officer acquired 1,250,000 common shares in settlement of $100,000, increasing its holdings from 1,524,959 common shares (approximately 8.75%) to 2,774,959 common shares (approximately 9.09%); (iii) a director acquired 625,000 common shares in settlement of $50,000, increasing the director's holdings from 1,703,166 common shares (approximately 9.77%) to 2,328,166 common shares (approximately 7.62%);

and (iv) a company controlled by an officer acquired 1,250,000 common shares in settlement of $100,000, increasing its holdings from 651,717 common shares (approximately 3.74%) to 1,901,717 common shares (approximately 6.23%), in each case based on 17,426,261 common shares outstanding before the Debt Settlement and 30,542,348 common shares outstanding following closing of the Private Placement and the H2Si transaction. Other than the director's subscription agreement, the Company has not entered into any agreement with the director in connection with the Private Placement, and the participation is not expected to have a material effect on the business and affairs of the Company. The Private Placement was approved by the board of directors, with the participating director abstaining, and no materially contrary view was expressed. No formal valuation was obtained and the Company is not aware of any prior valuation in the past 24 months. The Company relied on the exemptions in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the director's participation, aggregated with the insider participation in the Debt Settlement, did not exceed 25% of the Company's market capitalization. This report was not filed 21 days before closing, which the Company considers reasonable and necessary in the circumstances, as the details of the insider participation were not confirmed until shortly before closing and the Company wished to close as soon as practicable.

5.2 Disclosure for Restructuring Transactions. Not applicable.

6. Reliance on Subsection 7.1(2) of the National Instrument 51-102 Continuous Disclosure Obligations:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Jason Birmingham, Interim CEO
Telephone: 778-987-3203

9. Date of Report:

October 28, 2026

Schedule "A"

ABOUND Energy Announces Completion of Fully Subscribed Financing, Finalizes H2Si™ Transaction and Advances Its Energy Solutions Platform

Company completes fully subscribed financing, finalizes H2Si™ technology transaction, advances commercial cathode production, and strengthens its operational foundation for the next phase of growth.

Richmond, British Columbia - July 31, 2026 - ABOUND Energy Inc. (CSE: ABND) (FSE: 0E9) ("ABOUND" or the "Company") today, further to its news releases of May 7, 2026, June 30, 2026 and July 16, 2026, announced the completion of several corporate milestones that mark an important step in the execution of its long-term strategy of building a diversified Energy Solutions Platform. The Company has completed its fully subscribed non-brokered private placement, finalized the H2Si™ Technology Commercialization and License Agreement dated June 30, 2026, (the "License Agreement") with H2Si Power Incorporated (the "Vendor"), and continued expanding commercial production of its proprietary ZaeroTex™ advanced air-cathode materials from its new manufacturing facility.

Together, these developments strengthen ABOUND's financial, technology and operating foundation as the Company advances commercial revenue opportunities through ZaeroTex™, prepares H2Si™ for near-term commercial deployment, and continues the development of its Zaeras™ long-duration energy storage platform.

Today's announcement includes the following corporate developments:

- Successfully completed a fully subscribed non-brokered private placement.
- Finalized the License Agreement following unanimous shareholder approval by Amerada R&D Ltd.
- Continued advancing commercial production of ZaeroTex™ advanced air-cathode materials while establishing a new manufacturing facility designed to improve workflow, efficiency and operating costs.
- Continued executing ABOUND's strategy of building a diversified Energy Solutions Platform spanning commercial products, near-term technology commercialization and next-generation energy storage development.

Fully Subscribed Financing

The Company successfully completed its previously announced non-brokered private placement, which was fully subscribed. The financing resulted in gross proceeds of $299,286.96 through the issuance of 3,741,087 common shares.

The net proceeds are intended to support engineering, manufacturing, business development, working capital and general corporate purposes across the Company's expanding technology portfolio. The successful completion of the financing strengthens ABOUND's financial position as it continues advancing multiple commercialization initiatives across its Energy Solutions Platform.

The participation of one insider in the Private Placement constitutes a "related party transaction" within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company relied on the exemption from the formal valuation requirement contained in section 5.5(a) of MI 61-101 and the exemption from the minority shareholder approval requirement contained in section 5.7(1)(a) of MI 61-101, on the basis that, at the time the transaction was agreed to, neither the fair market value of the securities to be issued to, nor the fair market value of the consideration to be received from the related party exceeds 25% of the Company's market capitalization.

Completion of the H2Si™ Transaction

The previously announced License Agreement with the Vendor and Amerada R&D Ltd. has officially closed following shareholder approval. Shareholders of Amerada R&D Ltd. voted 100% in favour of the transaction, satisfying the final closing condition.

Under the agreement, ABOUND has secured exclusive commercialization and licensing rights to the H2Si™ hydrogen technology, together with a contractual pathway to acquire the underlying intellectual property upon the achievement of specified commercial milestones.

H2Si™ generates hydrogen through a controlled reaction between silicon nanoparticles and water. The process uses no hydrocarbon-based feedstocks and produces hydrogen gas and silica.

One of H2Si™'s unique advantages is its deployment flexibility. Because the technology is engineered to operate with a variety of water sources, the Company believes H2Si™ may be well suited for deployment in applications where non-potable or brackish water infrastructure is available, including certain AI data center environments. By leveraging existing site water infrastructure, H2Si™ has the potential to provide an efficient pathway for on-demand hydrogen production to support backup power, peak demand, or other distributed energy applications.

As previously announced, independent testing by the University of Saskatchewan confirmed that H2Si™ consistently produced hydrogen as the primary reaction product and demonstrated reproducible performance under laboratory testing, providing an important technical milestone as the Company advances toward commercial deployment.

The completion of the transaction expands ABOUND's Energy Solutions Platform into hydrogen and adds a technology the Company intends to advance toward commercial deployment alongside its existing cathode manufacturing operations and longer-term energy storage development activities.

As consideration for the transaction, the Company issued 5,000,000 common shares to the Vendor at a deemed price of $0.08 per share, representing aggregate deemed consideration of $400,000. Of the consideration shares, 1,000,000 were issued to the Vendor on closing. The remaining 4,000,000 common shares were issued in the Vendor's name and are held by an escrow agent under a pooling agreement, to be released only upon the achievement and certification that the first commercial unit (the "FCU") has attained sustained hydrogen production of approximately 1,600 kg/day and satisfied other specified performance criteria ("FCU Success"). While those shares remain escrowed, the Vendor has agreed to vote them at the direction of the Company's board of directors.

Under the License Agreement, the Company is responsible for funding the technical development and construction of the FCU, which is led by the Vendor, on a budget currently expected to be up to

CAD$2.4 million. The Company expects to satisfy this commitment over time through a combination of equity financings, debt instruments and/or strategic third-party partnerships.

All securities issued pursuant to the private placement and transaction with the Vendor are subject to a four-month-and-one-day hold period until December 1, 2026. The Vendor is not a related party of the Company, and no finder's fee, commission or other compensation is payable in connection with the transaction with the Vendor or the private placement.

Following completion of the private placement and the H2Si™ transaction, the Company has 30,542,348 common shares issued and outstanding.

Expansion of Commercial ZaeroTex™ Production

ABOUND continues the commercial production of its proprietary ZaeroTex™ advanced air-cathode materials and is advancing fulfillment activities related to the largest purchase order received by the Company to date for its cathode business.

The Company has completed the move into its new manufacturing facility, which will be configured to improve production workflow, maximize manufacturing efficiency and support the continued expansion of ZaeroTex™ production. In addition to providing greater operational capacity, the new facility is expected to improve operating efficiency while reducing ongoing operating costs.

ZaeroTex™ represents ABOUND's commercial business today. H2Si™ is being advanced toward near-term commercial deployment, while Zaeras™, the Company's proprietary zinc-air long-duration energy storage platform, remains under development. Management believes this combination provides a balanced platform through which current and prospective commercial activities may support the continued development of next-generation energy technologies.

"These milestones represent another important step in ABOUND's evolution," said Keith Morlock, Chief Operating Officer and Director. "We have strengthened the business, expanded our technology portfolio and established a more efficient operating foundation. Our objective is to build a diversified Energy Solutions Platform in which continued growth from ZaeroTex™ and the commercialization of H2Si™ provide greater financial flexibility to support the development of Zaeras™ while reducing reliance on future equity financings. We remain focused on disciplined execution, strategic diversification and long-term shareholder value."

About ABOUND Energy Inc.

ABOUND Energy Inc. is a clean-energy technology commercialization company focused on advancing practical, scalable energy solutions from development through commercialization. The Company is building a diversified Energy Solutions Platform across three complementary pillars:

- H2Si™ Hydrogen Technology – Advancing the commercial deployment of a hydrogen production technology that generates hydrogen on demand through the controlled reaction of silicon nanoparticles and water.
- ZaeroTex™ Advanced Air Cathodes – Commercially producing and supplying proprietary advanced air-cathode materials for metal-air batteries and other advanced energy storage applications.

- Zaeras™ Long-Duration Energy Storage – Continuing development of the Company's proprietary zinc-air energy storage platform, designed to support safe, scalable and cost-effective long-duration energy storage.

ABOUND continues to identify, evaluate and pursue complementary commercial and near-commercial technologies that may strengthen its portfolio, expand near-term commercial opportunities and support the development of next-generation energy solutions.

Through disciplined execution and strategic diversification, ABOUND is building an integrated Energy Solutions Platform with the objective of creating long-term shareholder value.

Forward-Looking Information

This news release contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, "forward-looking information"). Forward-looking information includes, but is not limited to, statements concerning: the intended use of proceeds of the Private Placement; the advancement, commercialization and potential deployment of H2Si™, including its potential suitability for applications using non-potable or brackish water and for AI data centre environments; the development, funding and completion of the FCU and the achievement of FCU Success; the anticipated cost of the FCU and the Company's ability to fund that commitment; the potential release of the 4,000,000 escrowed common shares; the potential future acquisition of the underlying H2Si™ intellectual property upon attainment of US$18,000,000 in cumulative gross hydrogen sales; the continued production and expansion of ZaeroTex™; anticipated improvements in manufacturing workflow, efficiency, capacity and operating costs; the continued development of Zaeras™; and the Company's ability to generate commercial revenues, reduce reliance on future equity financings and create long-term shareholder value.

Forward-looking information is based on a number of material assumptions, including that: the Company will obtain the additional capital required to fund its work commitment of up to CAD$2.4 million for the FCU on acceptable terms and on the anticipated timeline; the H2Si™ technology will perform at commercial scale consistent with laboratory results and will achieve the production levels required for FCU Success; the Vendor will complete the technical development activities it is responsible for leading; existing customer demand for ZaeroTex™ will continue and purchase orders will be fulfilled as anticipated; the new manufacturing facility will deliver the anticipated efficiencies; and no material adverse change occurs in market or regulatory conditions.

The H2Si™ technology is pre-revenue and pre-commercialization, and no assurance can be given that it will be successfully commercialized or generate revenue. Laboratory testing results are not necessarily indicative of commercial-scale performance.

Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially, including: the Company's ability to raise the capital required to satisfy its funding commitment for the FCU and the resulting dilution to shareholders; failure to achieve FCU Success, in which case the escrowed shares will not be released; failure to attain the cumulative sales threshold required to acquire title to the intellectual property; reliance on the Vendor and its principals; technology and scale-up risk; manufacturing and supply-chain execution; customer concentration and demand; regulatory approvals; and general market conditions.

Readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this news release. Except as required by applicable securities laws, the Company undertakes no obligation to update or revise any forward-looking information.

The Canadian Securities Exchange has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Investor Relations

Jason Birmingham
President, CEO

ABOUND Energy Inc.
Telephone: +1 (604) 822-9082
Email: investors@abound.energy
Website: www.abound.energy
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