



By nmar at 11:35:29 am, 13/02/2026

FORM 10A

MATERIAL CHANGE REPORT

Pursuant to Section 64 of the Securities Act, 2012

1. NAME OF REPORTING ISSUER

Name of Reporting Issuer
MPC CARIBBEAN CLEAN ENERGY LIMITED

2. DATE OF MATERIAL CHANGE

Date of material change
February <u>12th</u> 2026

3. DESCRIPTION OF MATERIAL CHANGE

Provide a description of the material change
<p>On February <u>12th</u>, 2026, following discussions with RBC Trust (Trinidad & Tobago) Limited ('RBC'), the Board of Directors approved the Company entering into an agreement with RBC to effect the early maturity of the US\$10,000,000 Convertible Promissory Note (the 'Note') held by RBC, upon which such Note shall automatically convert into Ten Million (10,000,000) Class B Shares of the Company (the 'New Shares') in accordance with the terms of the Note and as set out in the agreement, subject to any regulatory approvals. Upon conversion of the Note, the total issued and outstanding share capital of the Company in respect of Class B shares will increase from 26,944,861 to 36,944,861, which increase will result in RBC holding approximately 27% of the outstanding shares of the Company. Following same, the Company intends to apply to list the New Shares on the Trinidad and Tobago Stock Exchange and the Jamaica Stock Exchange.</p>

4. DETAILS OF PUBLICATION OF MATERIAL CHANGE

	YES	NO
Will you be seeking an exemption from publishing a notice in accordance with Section 64(2) of the Securities Act 2012?	<input type="checkbox"/>	<input checked="" type="checkbox"/>

If “No”

Date of Publication of Notice (dd/mmm/yyyy)	16 /feb/ 2026
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If “Yes”

State the reasons for applying for the exemption


5. DETAILS OF SENIOR OFFICER

Name (First name, Last name)	Gayle Hutchinson
Position in Organization	Corporate Administrator
Business Address	Suite 1, Ground Floor, The Financial Service Centre, Bishop's Court Hill, St. Michael, Barbados, BB14004
Work Phone (1-xxx-xxx-xxxx)	1-246-621-0760
Fax Phone(1-xxx-xxx-xxxx)	1-246-431-0591
Email Address	barbados@tridenttrust.com

6. DATE, CERTIFICATION AND SIGNATURE

I hereby certify that the statement and information contained in this form and any attachment hereto are true and correct to the best of my knowledge and belief and submitted in compliance with the provisions of the Securities Act, 2012. I understand that any misrepresentation, falsification or material omission of information on this application may result in a breach of the Securities Act, 2012.

Fernando Zuniga Jose Fernando Zuniga G Chairman of the Board and Director 12th February 2026

Print Name **Signature** **Position** **Date**

FOR OFFICIAL USE ONLY

Tool	ID Information
Registrant's Number	
Director's Number	
Document / Record Number	
Record's Management Date Received (dd/mm/yyyy)	

Approved By : _____ Date (DD/MM/YYYY) _____