

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. Name and Address of Reporting Issuer:**

Scryb Inc.  
("Scryb" or the "Company")  
Suite 103, 65 International Blvd.  
Toronto, Ontario M9W 6L9

**2. Date of Material Change:**

January 31, 2025

February 2, 2025

**3. News Release:**

A news release announcing the material change was issued on February 3, 2025, and filed on SEDAR.

**4. Summary of Material Change:**

On January 31, 2025, Scryb closed a non-brokered private placement of convertible debentures for gross proceeds of \$1,175,300 (the "**Offering**"). In addition, on February 2, 2025, the Company also settled \$116,700 in outstanding debts through the issuance of 2,334,000 common shares ("**Shares**") of the Company (the "**Debt Settlement**").

**5. Full Description of Material Change:**

Scryb completed a non-brokered private placement offering of a series one secured convertible debenture (the "**Series One Debenture**") and series two secured convertible debentures (the "**Series Two Debentures**" and, collectively with the Series One Debenture, the "**Debentures**" and each a "**Debenture**") on Friday January 31, 2025, for gross proceeds of \$1,175,300. The Debentures bear interest at an annual rate of 12% and the outstanding principal and interest can be converted into Shares at a conversion price of \$0.05 per Share. The Series Two Debentures will mature two years from the date of issuance and the Series One Debenture issued to an affiliate of Plaza Capital (the "**Lead Investor**"), the lead investor in the Offering, will mature one year from the date of issuance (the "**Lead Investor Debenture**"). The Company intends to use the proceeds of the Offering for the development of the Company's business and for general working capital purposes.

The Company may elect to repay, in cash, the outstanding principal amount of any Debenture, without penalty, upon 30 days written notice to the holder of the Debenture, provided that the Lead Investor Debenture has been repaid in full. The Lead Investor can, at its option, require the principal amount and accrued interest owing under the Lead Investor Debenture to be repaid, in lieu of cash, with certain securities held in the Company's investment account (the "**Investment Account**").

The Debentures are a secured obligation of the Company, supported by general security agreements granting a security interest over all present and future assets of the Company, other than certain securities in the Company's Investment Account. As additional security

for the obligations under the Lead Investor Debenture, the Company has pledged certain securities in its Investment Account to the Lead Investor.

The Company paid to the Lead Investor an origination fee of \$9,900 in connection with the Series One Debenture subscribed for by the Lead Investor.

On February 2, 2025, the Company also settled \$116,700 in outstanding debts through the issuance of 2,334,000 Shares in order to preserve the Company's cash for working capital (the "**Debt Settlement**"). The Shares under the Debt Settlement were issued at a price of \$0.05 per Share.

All securities issued in connection with the Offering (including securities into which they may be converted) and the Debt Settlement are subject to a four month and one day hold period as required under applicable securities laws.

The Offering constituted a "related party transaction" as defined in Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions ("MI 61-101"), as certain insiders of the Company acquired a principal amount of \$235,000 in Debentures. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the participation in the Offering by the insider does not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the Offering, which the Company deems reasonable in the circumstances so as to be able to avail itself of the proceeds of the Offering in an expeditious manner. The participating insiders include:

- 13075460 Canada Inc., a company controlled by Joshua Bald, who at the time of closing was a senior officer of the Company ("**Mr. Bald**")
- 2013025 Ontario Inc., a company controlled by Greg Van Staveren, who is a director of the Company ("**Mr. Van Staveren**")

Prior to the closing of the Offering and Debt Settlement, the Company had 320,853,472 Shares that were issued and outstanding. Immediately following the closing of the Offering and Debt Settlement, the Company had 323,187,472 Shares that were issued and outstanding

Prior to the closing of the Offering and Debt Settlement, Mr. Bald held, directly or indirectly, beneficial ownership of, and control and direction over, a total of 500,000 stock options of the Company representing 0% of the issued and outstanding Shares (on a non-diluted basis) or approximately 0.16% upon the exercise of the stock options (on a partially diluted basis). Following the closing of the Offering and Debt Settlement, Mr. Bald holds, directly or indirectly, beneficial ownership of, and control and direction over, a total of 500,000 stock options and a principal amount of \$35,000 of Series Two Debentures, representing 0% of the issued and outstanding Shares (on a non-diluted basis) or approximately 0.37% upon the exercise of the stock options and conversion of the principal amount of the Series Two Debentures held by Mr. Bald (on a partially diluted basis).

Prior to the closing of the Offering and Debt Settlement, Mr. Van Staveren held, directly or indirectly, beneficial ownership of, and control and direction over, a total of 8,686,000 Shares, 8,886,000 warrants, and 250,000 stock options of the Company representing 2.71% of the issued and outstanding Shares (on a non-diluted basis) or approximately

5.26% upon the exercise of the warrants and stock options (on a partially diluted basis). Following the closing of the Offering and Debt Settlement, Mr. Van Staveren holds, directly or indirectly, beneficial ownership of, and control and direction over, a total of 8,686,000 Shares, 8,886,000 warrants, 250,000 stock options, and a principal amount of \$200,000 of Debentures, representing 2.69% of the issued and outstanding Shares (on a non-diluted basis) or approximately 6.33% upon the exercise of the warrants and stock options, and conversion of the principal amount of the Series Two Debentures held by Mr. Van Staveren (on a partially diluted basis).

**6. Reliance on Subsection 7.1(2) of National Instrument 51-102.**

Not applicable.

**7. Omitted Information:**

No information has been omitted.

**8. Executive Officers:**

James Van Staveren

Chief Executive Officer Telephone: 647-847-5543

**9. Date of Report:**

February 20, 2025

***Forward-looking Information Cautionary Statement***

*This material change report may contain forward-looking statements. The forward-looking statements in this material change report are based on certain key expectations and assumptions made by Scryb. Although Scryb believes that the expectations and assumptions on which the forward- looking statements are based are reasonable, undue reliance should not be placed on the forward- looking statements because Scryb can give no assurance that they will prove to be correct. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. More information about certain of these risks are set out in the documents filed from time to time with the Canadian securities regulatory authorities, available on Scryb's SEDAR profile at [www.sedar.com](http://www.sedar.com).*

*Forward-looking statements are based on estimates and opinions of management of Scryb at the time the statements are presented. Scryb may, as considered necessary in the circumstances, update or revise such forward-looking statements, whether as a result of new information, future events or otherwise, but Scryb undertakes no obligation to update or revise any forward-looking statements, except as required by applicable securities laws.*