

FORM 51-102F3

MATERIAL CHANGE REPORT

**Item 1. Name and Address of Company**

**SCOPE TECHNOLOGIES CORP.**  
1000 – 1055 West Hastings Street  
Vancouver, BC V6E 2E9

(the “Company”)

**Item 2. Date of Material Change**

January 10, 2025

**Item 3. News Release**

The news release was issued on January 10, 2025 and disseminated by Newsfile.

**Item 4. Summary of Material Change**

The Company announced the closing of its non-brokered private placement previously announced on December 23, 2024 and December 27, 2024. The Company also announced that it has granted stock options to certain directors and consultants of the Company.

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

**Private Placement**

The Company announced that it has received all proceeds regarding its previously announced \$1,800,000 non-brokered private placement financing (the “Offering”) (see news releases dated December 23, 2024 and December 27, 2024) and \$1,000,000 convertible debt financing from First Majestic Silver Corp., a publicly traded mining company (see news release dated January 6, 2025). The Company issued 1,285,708 units (the “Units”) at a price of \$1.40 per Unit for total proceeds of \$1,800,000 (the “Offering”). Each Unit consists of one common share (“Share”) and one common share purchase warrant (“Warrant”), with each Warrant entitling the holder to acquire one additional Share at an exercise price of \$1.80 until January 10, 2027.

No finders’ fees were payable under the Offering. The Shares under the Offering will be subject to restrictions on resale until May 11, 2025. The aggregate net proceeds of the Offering will be used to grow its team, with a focus on hiring additional sales and client staff, as well as for general working capital purposes.

Alan Tam, the Chief Financial Officer and a director of the Company, subscribed for 18,000 Units for gross proceeds of \$25,200, and such participation will be considered a “related party transaction” as defined under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”). The Company expects to be exempt from the requirement to obtain a formal valuation and minority shareholder approval in connection with Mr. Tam’s participation in the Offering in reliance of Sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that Mr. Tam’s participation in the Offering did not exceed 25% of the fair market value of the Company’s market capitalization.

**Stock Option Grants**

The Company has granted a total of 400,000 stock options to directors and consultants of the Company. The stock options granted are exercisable to purchase a common share of the Company

at a price of \$1.00 per share for a term of 5 years and subject to the Company's vesting terms.

The news releases dated December 23, 2024 and December 27, 2024 and January 10, 2025 do not constitute an offer to sell, or solicitation of an offer to buy, nor will there be any sale of any of the securities offered in any jurisdiction where such offer, solicitation or sale would be unlawful, including the United States of America. The securities being offered as part of the Offering have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and accordingly may not be offered or sold in the United States except in compliance with the registration requirements of the U.S. Securities Act and any applicable state securities laws, or pursuant to available exemptions therefrom.

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

Not applicable.

**Item 7. Omitted Information**

None.

**Item 8. Executive Officer**

**James Young**  
CEO and Director  
(604) 416-1720

**Item 9. Date of Report**

January 16, 2025.