

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

1. Name and Address of Company

Scryb Inc. (the "**Company**")
65 International Blvd., Suite 202
Etobicoke, Ontario M9W 6L9

2. Date of Material Change

November 6, 2024

3. News Release

A press release disclosing the material change was released on November 6, 2024, through the facilities of Newsfile Corp.

4. Summary of Material Change

On November 6, 2024, the Company completed a non-brokered private placement financing through the issuance of 29,696,000 units in the capital of the Company (the "**Units**") at a price of \$0.025 per Unit for gross proceeds of \$742,400 (the "**Offering**").

5. Full Description of Material Change

On November 6, 2024, the Company completed the Offering through the issuance of 29,696,000 Units for gross proceeds of \$742,400.

Each Unit was comprised of one common share in the capital of the Company (each, a "**Common Share**") and one whole Common Share purchase warrant (each, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.05 per Common Share until the date that is eighteen (18) months from the date of issuance. Gross proceeds raised from the Offering were used for working capital and general corporate purposes.

The following supplementary information is provided in accordance with Section 5.2 of MI 61-101.

(a) a description of the transaction and its material terms:

In connection with the Offering, an aggregate of 12,046,000 Units were acquired by insiders of the Company.

(b) the purpose and business reasons for the transaction:

Gross proceeds raised from the Offering will be used for working capital and general corporate purposes.

(c) the anticipated effect of the transaction on the issuer's business and affairs:

Gross proceeds raised from the Offering will be used for working capital and general corporate purposes.

(d) a description of:

(i) the interest in the transaction of every interested party and of the related parties and associated entities of the interested parties:

In connection with the Offering, the following securities were issued to insiders of the Company:

Name of Insider	Position	Number of Units Purchased	Aggregate Purchase Price
Michael Kitchen	Director	2,400,000	\$60,000
Raiter Design Inc. ⁽¹⁾	Officer and Director	1,800,000	\$45,000
W. Clark Kent	Officer	1,600,000	\$40,000
2013026 Ontario Inc. ⁽²⁾	Director	4,886,000	\$122,150
2013026 Ontario Inc. ⁽²⁾			
Even Keel Capital Ltd. ⁽³⁾	Director	1,360,000	\$34,000
TOTAL:		12,046,000	\$301,150.00

Notes:

(1) Raiter Design Inc. is beneficially owned and controlled by Mr. Yoav Raiter, the Chief Executive Officer and a director of the Company.

(2) Corporations beneficially owned and controlled by Mr. Greg Van Staveren, a director of the Company.

(3) A corporation beneficially owned and controlled by Mr. Michael Minder, a director of the Company.

(ii) the anticipated effect of the transaction on the percentage of securities of the issuer, or of an affiliated entity of the issuer, beneficially owned or controlled by each person or company referred to in subparagraph (i) for which there would be a material change in that percentage:

Prior to the completion of the Offering, Mr. Kitchen beneficially owned and controlled, directly or indirectly, an aggregate of 400,000 Common Shares, and 400,000 Warrants representing approximately 0.14% of the then issued and outstanding Common Shares on an undiluted basis and approximately 0.27% on a partially diluted basis. Upon closing of the Offering, Mr. Kitchen beneficially owns and controls, directly or indirectly, an aggregate of 2,800,000 Common Shares and 2,800,000 Warrants, representing approximately 0.88% on an undiluted basis and approximately 1.74% on a partially diluted basis.

Prior to the completion of the Offering, Mr. Raiter beneficially owned and controlled, directly or indirectly, an aggregate of 460,000 Common Shares, 100,000 Warrants and 1,300,000 stock options representing approximately 0.16% of the then issued and outstanding Common Shares on an undiluted basis and approximately 0.64% on a partially diluted basis. Upon closing of the Offering, Mr. Raiter beneficially owns and controls, directly or indirectly, an aggregate of 2,260,000 Common Shares, 1,900,000 Warrants and 1,300,000 stock options, representing approximately 0.71% on an undiluted basis and approximately 1.69% on a partially diluted basis.

Prior to the completion of the Offering, Mr. Kent beneficially owned and controlled, directly or indirectly, an aggregate of 2,542,952 Common Shares, 850,000 Warrants and 2,050,000 stock options representing approximately 0.87% of the then issued and outstanding Common Shares on an undiluted basis and approximately 1.85% on a partially diluted basis. Upon closing of the Offering, Mr. Kent beneficially owns and controls, directly or indirectly, an aggregate of 4,142,952 Common Shares, 2,450,000 Warrants and 2,050,000 stock options, representing approximately 1.30% on an undiluted basis and approximately 2.67% on a partially diluted basis.

Prior to the completion of the Offering, Mr. Van Staveren beneficially owned and controlled, directly or indirectly, an aggregate of 1,394,445 Common Shares, 800,000 Warrants and 1,450,000 stock options representing approximately 0.48% of the then issued and outstanding Common Shares on an undiluted basis and approximately 1.24% on a partially diluted basis. Upon closing of the Offering, Mr. Van Staveren beneficially owns and controls, directly or indirectly, an aggregate of 6,280,445 Common Shares, 5,666,000 Warrants and 1,450,000 stock options, representing approximately 1.97% on an undiluted basis and approximately 4.10% on a partially diluted basis.

Prior to the completion of the Offering, Mr. Minder beneficially owned and controlled, directly or indirectly, an aggregate of 1,957,210 Common Shares, 684,000 Warrants and 1,412,000 stock options representing approximately 0.67% of the then issued and outstanding Common Shares on an undiluted basis and approximately 1.38% on a partially diluted basis. Upon closing of the Offering, Mr. Minder beneficially owns and controls, directly or indirectly, an aggregate of 3,317,210 Common Shares, 2,044,000 Warrants and 1,412,000 stock options, representing approximately 1.04% on an undiluted basis and approximately 2.10% on a partially diluted basis.

- (e) **unless this information will be included in another disclosure document for the transaction, a discussion of the review and approval process adopted by the board of directors and the special committee, if any, of the issuer for the transaction, including a discussion of any materially contrary view or abstention by a director and any material disagreement between the board and the special committee:**

A resolution of the board of directors was passed on September 9, 2024, approving the Offering. No special committee was established in connection with the transaction, and no materially contrary view or abstention was expressed or made by any director.

- (f) **A summary in accordance with section 6.5 of MI 61-101, of the formal valuation, if any, obtained for the transaction, unless the formal valuation is included in its entirety in the material change report or will be included in its entirety in another disclosure document for the transaction:**

Not applicable.

- (g) **disclosure, in accordance with section 6.8 of MI 61-101, of every prior valuation in respect of the issuer that relates to the subject matter of or is otherwise relevant to the transaction:**

- (i) **that has been made in the 24 months before the date of the material change report:**

Not applicable.

- (ii) **the existence of which is known, after reasonable enquiry, to the issuer or to any director or officer of the issuer:**

Not applicable.

- (h) **the general nature and material terms of any agreement entered into by the issuer, or a related party of the issuer, with an interested party or a joint actor with an interested party, in connection with the transaction:**

Other than the subscription agreements for Units, the Company did not enter into any agreement with an interested party or a joint actor with an interested party in connection with the Offering. To the Company's knowledge, no related party to the Company entered into any agreement with an interested party or a joint actor with an interested party, in connection with the Offering.

(i) disclosure of the formal valuation and minority approval exemptions, if any, on which the issuer is relying under sections 5.5 and 5.7 of MI 61-101 respectively, and the facts supporting reliance on the exemptions:

A portion of the Offering constituted a "related party transaction" as defined in MI 61-101 as insiders of the Company subscribed for an aggregate of 12,046,000 Units under the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and the aggregate fair market value of the participation in the Offering by the insiders is less than 25% of the Company's market capitalization, as determined in accordance with MI 61-101. The participants in the Offering and the extent of such participation were not finalized until shortly prior to the completion of the Offering. Accordingly, it was not possible to publicly disclose details of the nature and extent of related party participation in the Offering pursuant to a material change report filed at least 21 days prior to the completion of the Offering.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, contact Yoav Raiter, Chief Executive Officer of the Company at (416) 844-8495.

9. Date of Report

This report is dated at Toronto, this 13th day of November, 2024.

Cautionary Statement Regarding Forward-Looking Information

This material change report contains certain "forward-looking information" within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.