

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

December 6, 2024

3. News Release

A press release disclosing the material change was released on December 9, 2024, through the facilities of Newsfile Corp.

4. Summary of Material Change

On December 6, 2024, the Company completed a transaction (the "**Transaction**") to sell its joint venture interest in Fionet Rapid Response Group Inc. ("**FRR Group**") to a private corporate development company ("**Acquirer**").

Separately, W. Clark Kent resigned from his position as President of the Company.

5.1. Full Description of Material Change

The Company sold its joint venture interest in FRR Group on December 6, 2024 to the Acquirer. FRR Group is a recognized developer and marketer of a mobile software platform for delivering primary healthcare at the community level. FRR Group's technology is developed and now being implemented on a national scale in one country in Africa. The Company has been part of the process to develop this successful and now fully implemented technology. The Acquirer intends to accelerate the scale-up of business operations to other countries, particularly in Africa.

The Company believes that the capital to be received from the Transaction is better deployed directly by the Company on other projects. The Company will be free to use technology developed by FRR Group on other potential projects, so long as they are not competitive to the business endeavors of the FRR Group.

Background of FRR Group - Innovative Technology & Approach

At the outbreak of COVID-19, FRR Group saw an opportunity to utilize its resources and expertise to tackle the most challenging pandemic testing. Within five months of the Company signing a Memorandum of Understanding (MOU), together they successfully demonstrated a high-throughput rapid diagnostic testing (RDT) platform capable of processing 60 patients per hour at a single workstation. This platform was deployed at Toronto-Pearson International Airport, where it brought wait-times for departing flights down from 4 hours to under an hour. Following this deployment, FRR Group signed an agreement with LifeLabs to implement COVID-19 rapid diagnostic testing services. The Company notably integrated its medical device

and AI capabilities into the FRR Group testing platform to enhance its functionality and efficiency.

Material Terms of the Transaction

The total fixed proceeds that are payable to the Company under the Transaction will be CAD\$3,500,000, which is inclusive of debt repayment by FRR Group. The proceeds entail quarterly fixed payment obligations through to August 15, 2025, including a CAD\$800,000 payment that was made on December 6, 2024. The Company will also retain a 3% royalty interest on all net revenue earned by the FRR Group up until December 31, 2025.

Resignation of W. Clark Kent

The Company also announces that W. Clark Kent has resigned from his role as President. Mr. Kent will continue to support the business by providing consulting services relating to the capital markets.

5.2. Disclosure for Restructuring Transactions

Not applicable

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:

James Van Staveren, CEO
Phone: 647-872-9982
Email: info@scryb.ai

9. Date of Report

This report is dated this 16th day of December, 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" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties

inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the commercialization plans for the technology described in this news release will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at <https://www.sedarplus.ca/>.