

**FORM 51-102F3**  
**Material Change Report**

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

TraceSafe Inc.  
(the "Company")  
Craigmuir Chambers P.O. Box 71  
Road Town, Tortola  
VG1110 British Virgin Islands

**2. Date of Material Change:**

July 21, 2022

**3. News Release:**

The news release with respect to the material change was disseminated through Accesswire Canada Ltd. on July 29, 2022 and filed on SEDAR.

**4. Summary of Material Change:**

On July 21, 2022, the Company closed its previously announced acquisition of Offsety, a digital carbon offset marketplace ("**Offsety Platform**") and appointed Qayyum Rajan as VP, Carbon Technology, an executive officer of the Company.

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

On July 12, 2022, the Company announced that it had entered into a definitive agreement dated July 11, 2022 (the "**Agreement**"), with Qayyum Rajan and Nu Business Ventures Inc. (the "**Vendor**") for the purchase and sale of the digital assets and related intellectual property rights comprising the Offsety Platform (the "**Transaction**"). Pursuant to the Agreement, the Company issued 2,000,000 common shares in the capital of the Company (the "**Consideration Shares**") to the Vendor in exchange for the Offsety Platform assets.

As of the date of closing, the Consideration Shares issued pursuant to the Agreement are valued at C\$270,000, based on the 20-day volume weighted average price of the Company's common shares on the CSE as of the business day immediately preceding closing, being C\$0.135. The Consideration Shares are subject to statutory transfer restrictions.

In connection with the Transaction and pursuant to the Agreement, the Company has appointed Qayyum Rajan as Vice President of Carbon Technology with the Company and entered into an executive employment agreement with respect to his employment.

The Transaction closed on July 21, 2022.

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

Not Applicable

**7. Omitted Information:**

Not Applicable

**8. Executive Officer:**

The following senior officer of the Company is knowledgeable about the material change and this report.

Wayne Lloyd, Chief Executive Officer

Telephone: 604 629 9975

wayne@tracesafe.io

**9. Date of Report:**

July 29, 2022