

**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  
VG 1110 British Virgin Islands

**2. Date of Material Change:**

November 24, 2022

**3. News Release:**

The news release with respect to the material change was disseminated through Accesswire Canada Ltd. on November 28, 2022 and filed on SEDAR.

**4. Summary of Material Change:**

The Company closed its private placement (the "Offering") of 1,900,000 units of the Company (each, a "Unit"), at a price of \$0.10 per Unit for gross proceeds of \$190,000.

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

The Company closed the Offering of 1,900,000 Units at a price of \$0.10 per Unit (the "Issue Price") for gross proceeds of \$190,000.

Each Unit is comprised of one common share of ShiftCarbon (the "Unit Shares") and one warrant (a "Warrant") to purchase a common share (the "Warrant Shares"). Each Warrant is exercisable into a common share at a price of \$0.25 per share for a period of 24 months from the date of issuance.

The net proceeds of the Offering are expected to be used toward the Company's (i) costs related to the development and creation of new technologies and projects and (ii) working capital and general corporate purposes.

In connection with the Offering, the Company paid fees to eligible finders consisting of: (i) a \$18,300 finders fee in cash; and (ii) 183,000 transferable warrants (the "Finder Warrants") based on the number of Units sold to investors introduced by the applicable finder. Each Finder Warrant is exercisable into one common share at a price of \$0.10 for a period of 24 months from the date of issuance.

All securities issued pursuant to the Private Placement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities laws.

**6. Reliance on Subsection 7.1(2) or (3) 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:**

November 29, 2022