

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

Item 1 Name and Address of Company

Midori Carbon Inc. (the "**Company**")
3104 - 1055 Dunsmuir Street
Vancouver, British Columbia V7X 1G4

Item 2 Date of Material Change

September 20, 2024

Item 3 Date of News Release

The Company disseminated the news release on September 18, 2024, via Stockwatch and filed it via SEDAR+ with the British Columbia and Alberta Securities Commissions.

Item 4 Summary of Material Change

The Company announced that it has listed its common shares for trading on the Canadian Securities Exchange under the trading symbol "MIDO" at the open of markets on September 20, 2024.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the Company's news release dated September 18, 2024, which is available at www.sedarplus.ca.

5.2 Disclosure for Restructuring Transactions

N/A

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Mark Rutledge, CEO and Director, (604) 788-1348
Email: r.mark.rutledge@gmail.com

Item 9 Date of Report

The foregoing accurately discloses the material change referred to herein.

DATED at Vancouver, British Columbia, this 20th day of September, 2024

MIDORI CARBON INC.

"Mark Rutledge"

Per: Mark Rutledge