

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Global Care Capital Inc. (“**Global Care**” or the “**Company**”)
595 Howe Street, Suite 303
Vancouver, BC V6C 2T5

Item 2. Date of Material Change

February 15, 2023.

Item 3. News Release

News Release dated February 15, 2023 was disseminated via Stockwatch and filed on SEDAR on February 15, 2023.

Item 4. Summary of Material Change

The Company has completed the acquisition of 60.44% of the issued and outstanding common shares of Bishop Hill Holdings from Carbon Canada Corp.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company announced, further to its press release dated January 25, 2023, that it has now completed the initial closing (the “**First Closing**”) of the acquisition by the Company (the “**Transaction**”) up to all of the issued and outstanding securities in the capital of Bishop Hill Holdings Ltd. (“**Bishop Hill**”) pursuant to the terms and conditions of a share purchase agreement among the Company, Carbon Canada Corp. (“**Carbon Canada**”) and Bishop Hill, the wholly-owned subsidiary of Carbon Canada, dated January 20, 2023 (the “**Share Purchase Agreement**”).

Pursuant to the terms and conditions of the Share Purchase Agreement and in connection with the First Closing, Global Care issued to Carbon Canada on the closing date 600,000,000 common shares of Global Care (the “**Consideration Shares**”) at a deemed price of \$0.05 per Consideration Share for the acquisition of a 60.44% interest in Bishop Hill.

In connection with the Transaction and in consideration of the introduction to the Company, the Company has paid an arm’s length finder by the issuance of 45,000,000 common shares of Global Care (the “**Finder’s Shares**”) at a deemed price of \$0.05 per Finder’s Share.

The Consideration Shares and the Finder's Shares are subject to a statutory hold period of four-months and one day in accordance with applicable securities legislation ending on June 16, 2023.

Bishop Hill holds a 15% undivided interest in Titan Electricity Ltd. ("**Titan**"). Titan holds global intellectual property rights to the "Geo-Engines™" a net zero geothermal energy generation technology used for gas cleaning (Sour Gas), CO2 sequestration and domestic energy supplies. Oil and Gas companies using Titan's "Geo-Engines™" can potentially cut onsite CO2 emissions to zero, help improve energy security and break the reliance on coal and oil.

Global Care has the option, in its sole discretion (the "**Option**"), to acquire the remaining Bishop Hill Shares for cash consideration of CDN\$19,636,500.17. Global Care may exercise the Option at any time on or before February 15, 2025. The Company currently intends to exercise the Option to acquire a 100% interest of Bishop Hill but is under no obligation to do so.

About Titan Electricity Ltd.

Titan Electricity harvests geothermal energy using their Geo-Engine™ technology at the natural gas wellhead. This new inline power generation technology provides geothermal energy that is available for use by field operator to refine their natural gas. CO2 is separated out during this process and sequestered underground using the geothermal energy recovered from the natural gas flow. Reducing CO2 emission at source has two key benefits, it prevents venting of CO2 into the atmosphere – reducing greenhouse gas emissions and provides much needed CO2 burial for governments to meet their carbon reduction targets.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officers

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Hugh Maddin, Interim CEO
Telephone: 416-319-5744

Item 9. Date of Report

DATED at Vancouver, BC, this 16th day of February, 2023.