

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Biocure Technology Inc. (the “Company”)
950-1130 West Pender Street
Vancouver, B.C. V6E 4A4

Item 2 Date of Material Change

November 24, 2023

Item 3 News Release

A news release was disseminated on November 24, 2023 through the facilities of Stockwatch.

Item 4 Summary of Material Change

The Company has completed the settlement of an aggregate of \$619,844.25 in debt owed to various parties, including \$292,875 in historical fees owed by the Company to its directors (the “Debt Settlement”). An aggregate of 12,396,885 common shares were issued at a price of \$0.05 (the “Settlement Shares”), of which 5,857,500 Settlement Shares were issued to directors.

Item 5 Full Description of Material Change

The Company has completed the Debt Settlement by issuing the Settlement Shares.

All Settlement Shares are subject to a hold period in Canada expiring on March 25, 2024. Additional restrictions may apply pursuant to Rule 144 of the Securities Act of 1933, as amended, to U.S. investors.

Three insiders of the Company participated in the Debt Settlement for a total of 5,857,500 Settlement Shares for aggregate settlement proceeds of \$292,875, as follows:

- (a) Mr. Konstantin Lichtenwald, indirectly through Lichtenwald Professional Corp., acquired 2,570,000 Settlement Shares for an aggregate cost of \$128,500;
- (b) Mr. Sang Goo (Collin) Kim, indirectly through JNS Global Energy Inc., acquired 3,235,000 Settlement Shares for an aggregate cost of \$161,750; and
- (c) Mr. Yee Sing (Simon) Cheng, indirectly through Real Capital Hill Consulting Corp. acquired 52,500 Settlement Shares for an aggregate cost of \$2,625.

(collectively, the “Insider Participation”)

As Messrs. Cheng, Lichtenwald and Kim are directors of the Company, they are “related parties” to the Company within the meaning of Multilateral Instrument 61-101-

Protection of Minority Security Holders in Special Transactions ("MI 61-101"). As such, the Insider Participation constitutes a "related party transaction" within the meaning of MI 61-101

Prior to the Insider Participation, Mr. Cheng held, directly, nil common shares of the Company and he now holds 52,500 common shares which represents less than 0.01% of the Company's issued and outstanding shares.

Prior to the Insider Participation, Mr. Lichtenwald held 104,181 common shares of the Company and he now holds 2,674,181 common shares of the Company representing less than 1% of the Company's issued and outstanding shares.

Prior to the Insider Participation, Mr. Kim held 300,904 common shares of the Company, directly and indirectly and he now holds 3,535,904 common shares of the Company representing less than 1% of the Company's issued and outstanding shares.

Other than the debt settlement agreements between Lichtenwald Professional Corp., Real Capital Hill Consulting Corp. and JNS Global Energy Inc. and the Company relating to the Debt Settlement, the Company has not entered into any agreement with an interested party or a joint actor with an interested party in connection with the Debt Settlement.

The board of directors approved the Debt Settlement. There are no prior valuations in respect of the Company or the Debt Settlement and neither the board of the Company nor its officers are aware of the existence of any such valuation.

The Insider Participation is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(a) and 5.7(a) of MI 61-101 as the fair market value of the transaction, insofar as it involves interested parties, is not more than the 25% of the Company's market capitalization, and no securities of the Company are listed or quoted for trading on prescribed stock exchanges or stock markets).

The material change report in connection with the Debt Settlement was not filed 21 days in advance of the closing of the Debt Settlement for the purposes of Section 5.2(2) of MI 61-101 on the basis that the allocations under the Debt Settlement were not available to the Company until shortly before the closing.

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

This Report is not being filed on a confidential basis in reliance on subsection 7.1(2) or (3) of National Instrument 51-102.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Konstantin Lichtenwald is knowledgeable about the material change and the Report and may be contacted (604) 609-7146.

Item 9 Date of Report

December 1, 2023