Form 51-102F3 MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Sharc International Systems Inc. (the "Company") Suite 501 – 1443 Spitfire Place Port Coquitlam, BC V3C 6L4

Item 2. Date of Material Change

November 19, 2024

Item 3. News Release

The news release announcing the material changes described herein was disseminated through Newsfile and concurrently filed on SEDAR+ on November 22, 2024.

Item 4. Summary of Material Change

The Company has completed the issuance of 431,818 common shares (the "Shares") at a deemed price of \$0.11 per Share in satisfaction of \$47,500 of bona fide debt to an arm's length party (the "Shares for Debt").

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

The Company has completed the issuance of 431,818 Shares at a deemed price of \$0.11 per Share in satisfaction of \$47,500 of bona fide debt to an arm's length party.

The securities issued pursuant to the Shares for Debt are subject to a statutory hold period of four (4) months plus one (1) day from the issue date of the Shares in accordance with applicable securities legislation.

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 executive officer of the Company is knowledgeable about the material changes and this Material Change Report and may be contacted:

Hanspaul Pannu Chief Financial Office

Telephone: 604-475-7710 ext. 4

E-mail: hanspaul.pannu@sharcenergy.com

Item 9. Date of Report

DATED at Port Coquitlam, BC, this 29th day of November, 2024