

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SCOTCH CREEK VENTURES INC.

Suite 1140, 625 Howe Street
Vancouver, BC, V6C 2T6

(the "Company")

Item 2. Date of Material Change

November 14, 2024.

Item 3. News Release

The news release was issued on November 15, 2024 and was disseminated by Stockwatch.

Item 4. Summary of Material Change

The Company announced the approval of its board of directors, of a four (4) for one (1) consolidation of the Company's common shares.

Item 5. Full Description of Material Change

The Company announced that its board of directors has approved a consolidation of the Company's issued and outstanding common shares on the basis of four (4) pre-consolidated shares to one (1) post-consolidation share (the "Consolidation"). The Company currently has 47,428,364 common shares issued and outstanding, and, if completed, the proposed Consolidation would reduce the number of issued and outstanding common shares to approximately 11,857,091. No fractional common shares will be issued because of the proposed Consolidation. Any fractional common share resulting from the proposed Consolidation will be rounded up in the case of a fractional interest that is one-half (1/2) of a common share or greater, or rounded down in the case of a fractional interest that is less than one-half (1/2) of a common share, and no cash consideration will be paid in respect of any fractional common share rounded down to the nearest whole common share.

The purpose of the Consolidation is to facilitate the Company's ability to attract future financing, generate greater investor interest and improve trading liquidity.

In accordance with the Company's Articles, the proposed Consolidation will not require the approval of the shareholders. The proposed Consolidation is subject to the approval of the Canadian Securities Exchange (the "CSE").

Following its filing of all necessary documentation with the CSE in respect of the proposed Consolidation, the Company will issue a subsequent news release announcing:

- the effective date of the proposed Consolidation
- the new CUSIP and ISIN for the proposed consolidated common shares; and
- all other relevant details regarding the proposed Consolidation.

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

Not applicable.

Item 7. Omitted Information

None.

Item 8. Executive Officer

Chief Executive Officer
David K. Ryan
(604) 685 4745

Item 9. Date of Report

November 15, 2024