SCOPE CARBON CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE NINE MONTHS ENDED JUNE 30, 2023

The following management's discussion and analysis ("MD&A") of the operations, results, and financial position of Scope Carbon Corp. (the "Company" or "Scope.") should be read in conjunction with the Company's unaudited condensed interim financial statements for the nine months ended June 30, 2023 and the audited financial statements for the year ended September 30, 2022 and the notes thereto.

The unaudited condensed interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") and include the operating results of the Company. Unless expressly stated otherwise, all financial information is presented in Canadian dollars. This MD&A is dated August 18, 2023.

Forward Looking Statements

This MD&A contains forward-looking statements. These statements relate to future events or future performance and reflect our expectations and assumptions regarding our growth, results of operations, performance and business prospects and opportunities. Such forward-looking statements reflect our current beliefs and are based on information currently available to us. In some cases, forward-looking statements can be identified by terminology such as "may", "would", "could", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential", "continue" or the negative of these terms or other similar expressions concerning matters that are not historical facts. The forward-looking statements in this MD&A include, among others, statements regarding our future operating results, economic performance and product development and commercialization efforts, and statements in respect of:

- our expected future losses and accumulated deficit levels;
- our projected financial position and estimated cash burn rate;
- our requirement for, and our ability to obtain, future funding on favorable terms or at all;
- our potential sources of funding;
- our assessment of the benefits of our technology;
- our plans to market, sell and distribute our technology;
- our expectations regarding the acceptance of our technology by the market;
- our expectations with respect to future corporate alliances and licensing transactions with third parties; and
- our strategy with respect to the protection of our intellectual property.

A number of factors could cause actual events, performance or results, including those in respect of the foregoing items, to differ materially from the events, performance and results discussed in the forward-looking statements. Factors that could cause actual events, performance or results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- the effect of continuing operating losses on our ability to obtain, on satisfactory terms, or at all, the capital required to maintain the Company as a going concern;
  the ability to obtain sufficient and suitable financing to support operations, development and commercialization of our technology;
- the risks associated with the development and commercialization of our technology;
- the risks associated with the increase in operating costs from additional development and commercialization costs and increased staff;

- the regulatory approval process;
- our ability to successfully compete in our targeted markets;
- our ability to adequately protect proprietary information and technology from competitors;
- our ability to attract and retain key personnel;
- the potential for liability claims; and
- the substantial risks involved in early-stage technology development companies related to, among other things, commercialization, capitalization, cost containment, and potential litigation.

Although the forward-looking statements contained in this MD&A are based on what we consider to be reasonable assumptions based on information currently available to us, there can be no assurance that actual events, performance or results will be consistent with these forward-looking statements, and our assumptions may prove to be incorrect. These forward-looking statements are made as of the date of this MD&A.

Forward-looking statements made in this MD&A are made as of the date of the original document and have not been updated by us except as expressly provided for in this MD&A. As required by applicable securities legislation, in its capacity as a reporting issuer, it is the Company's policy to update forward-looking information in its periodic MD&As, as required from time to time, and provide updates on its activities to the public through the filing and dissemination of news releases and material change reports.

OVERALL PERFORMANCE & BUSINESS OVERVIEW

Scope is a carbon mapping technology company located in Vancouver, British Columbia and is focused on the commercial development of its proprietary technology, (the "Scope Analysis Platform"), which was acquired through its technology acquisition agreement dated February 15, 2022 (the "Technology Acquisition Agreement"). The Scope Analysis Platform is an AI driven image recognition technology used for the identification and estimation of carbon-based lifeforms and carbon emissions, both key components in the identification of carbon credits.

During the nine months ended June 30, 2023 and to the date of this MD&A, the Company accomplished the following:

- On October 1, 2022, the Company entered into a product development agreement with Marsman Limited to assist in advancement of the Company's self-learning image recognition technology.

- On October 3, 2022, the Company has granted 1,500,000 stock options to directors, officers and consultants of the Company.

- On October 28, 2022, the Company engaged investor relations firm Maynard Communications as an investor relations firm.

- On November 15, 2022, the Company received its initial mapping data from Farm Flight Inc.

- On January 17, 2023, the Company announced that its common shares were approved for listing on the OTCQB Venture Market under the symbol "SCPCF".

- On March 6, 2023, the Company announced a strategic investment of USD $100,000 in Farm Flight Inc. ("Farm Flight"). Pursuant to the investment, the Company purchased an unsecured convertible note of Farm Flight with interest accruing at a rate of 8% per annum, payable three years from the date of issuance unless sooner prepaid or converted. The convertible note was coupled with share purchase warrants, entitling Scope to purchase 9,345 common shares of Farm Flight at a price of USD $1.07 per common share, representing approximately 10% of the amount invested by the Company.

- On April 27 and April 28, 2023, the Company announced a Letter of Intent for the proposed acquisition of Farm Flight and the provision of a loan to further the transaction (the "Loan Agreement"). Under the terms of the Loan Agreement, the Company provides a loan to Farm Flight for the principal amount of USD $70,000, evidenced by an unsecured promissory note and in connection with the proposed acquisition of Farm Flight. The loan was advanced as of April 27, 2023, bears no interest, and is repayable in full on the date that is one year following the advance.

- On May 24, 2023, the Company announced that its technology has achieved a significant milestone and had developed the ability to process 4K video stream imagery in real time. In addition, the Company, pursuant to its Technology Acquisition Agreement, has made the first of four anniversary share issuances and issued 250,000 common shares of the Company.

- On July 6, 2023, the Company announced that it has entered into a secured loan agreement (the "Loan Facility Agreement") with Farm Flight for the Company to provide a loan to Farm Flight for the principal amount of USD $330,000 or such other amount as the Company and Farm Flight may agree in writing from time to time (the "Loan"). The incremental borrowing rate under the Loan is determined by the United States prime rate plus 1.5% and is repayable upon provision to Farm Flight of 75 days written notice.

RESULTS OF OPERATIONS

The Company incurred a net loss of $2,250,564 for the nine months ended June 30, 2023 (2022 - $198,268).

	2023 $	2022 $
Expenses		
Advertising and promotion	13,093	6,176
Bank charges	1,156	690
Consulting	33,000	29,000
Currency exchange	10,978	136
Filing and transfer agent Fees	34,492	14,450
Investor relations	100,000	-
Office expenses	3,051	-
Professional fees	172,922	133,352
Research and development	842,847	8,746
Share-based compensation	1,061,936	-
Travel & entertainment	7,530	7,444
Other income	(8,973)	-
Interest income	(21,468)	-
Gain on forgiveness of loans payable	-	(1,726)
Net loss and total comprehensive loss for the period	2,250,564	198,268

Expenses increased generally over the comparative period as the Company is expanding its operations and development:

Consulting fees

Valuation fees were incurred in the prior period whereas fees for consulting services provided by the Chief Financial Officer and another consultant were incurred in the current period.

Filing and Transfer Agent fees

Costs were incurred in the current period relating to the preparation of listing on the OTCQB Venture Market.

Investor Relations

On October 28, 2022, the Company engaged Maynard Communications Limited ("Maynard") as an investor relations consultant for an initial six-month term. Maynard provides investor relations, marketing and communications services for and on behalf of the Company, including search engine optimization, digital media campaigns for branding, media relations consulting, general business development, multimedia services and project management. Maynard is an arm's length consultant to the Company.

Professional fees

The increase in costs primarily relate to legal fees for the process of listing on the OTCQB Venture Market, the initial costs of the proposed transaction with Farm Flight and corporate/commercial and regulatory guidance in addition to accounting services.

Research and Development

On October 1, 2022, the Company entered into a product development agreement for the advancement of the Scope Analysis Platform. On May 24, 2023, the Company issued 250,000 common shares with a fair value of $2.01 per share pursuant to the Technology Acquisition Agreement.

Share-based Compensation Expense

The Company granted 1,500,000 options to directors, officers, advisors of the Company to acquire common shares of the Company at a price of $0.60 per share expiring in 5 years from the grant date. The share-based compensation expense relates to the vesting of the options granted.

Other Income

Under the convertible note agreement with Farm Flight, the Company received 9,345 share purchase warrants of Farm Flight to purchase 9,345 common shares of Farm Flight at a price of USD $1.07 per common share. The fair value of the warrants was determined as $0.96 per warrant using the Black-Scholes model.

Interest Income

The Company recognized interest income earned on its investments.

SUMMARY OF QUARTERLY INFORMATION

The following financial data was derived from the Company's financial statements for the last eight quarters:

Three months ended	**Jun 30, 2023**	**Mar 31, 2023**	**Dec 31, 2022**	**Sep 30, 2022**
	$	**$**	**$**	**$**
Total revenues	nil	nil	nil	nil
Net loss	(895,131)	(497,371)	(858,063)	(170,797)
Net loss per share	(0.02)	(0.01)	(0.02)	-

Three months ended	**Jun 30, 2022**	**Mar 31, 2022**	**Dec 31, 2021**	**Sep 30, 2021**
	$	**$**	**$**	**$**
Total revenues	nil	nil	nil	nil
Net loss	(95,608)	(84,618)	(18,042)	-
Net loss per share	-	(0.01)	(18,042)	-

Due to the nature of its current operations, the Company earned no revenue during the periods presented.

Quarterly fluctuations mainly relate to investor relations and research and development contracts entered into in October 2022 and share-based payments expense, which is recognized as stock options are granted and vest.

During the three months ended March 31, 2023 and December 31, 2022, significant non-cash gain share-based payment was recognized. During the three months ended June 30, 2023, the Company issued the first tranche of shares under the Technology Acquisition Agreement resulting in recognition of a significant non-cash fair value expense.

DIVIDENDS

There are no restrictions that could prevent the Company from paying dividends on its common shares. The Company has not paid any dividends on its common shares as it will incur losses for the foreseeable future and it is not contemplated that the Company will pay any dividends in the immediate or foreseeable future. It is the Company's intention to use all available cash flow as working capital.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had a working capital surplus of $500,592 (September 30, 2022 - $1,086,720). A net decrease in cash was realized of $164,981.

The Company will require additional funds for technology development, for upcoming regulatory fees, business development and general operations. The Company is currently seeking to raise additional capital and, in particular, is exploring opportunities for private placements and public placements with potential individual investors and/or institutional investors and other means of equity or debt financing.

During July and August 2023, a total of 750,000 common share purchase warrants exercisable at $0.20 per share were exercised for gross proceeds of $150,000.

During July and August 2023, a further US$90,000 was advanced to Farm Flight under the Loan Facility Agreement.

There can be no assurance that financing will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

CONTRACTUAL OBLIGATIONS AND OFF-BALANCE SHEET ARRANGEMENTS

The Company has no existing contractual obligations other than as described herein. There are no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

The Company's financial instruments include cash which is classified as a financial asset measured at amortized cost, investments which are classified as financial assets measured at fair value through profit or loss and accounts payable and accrued liabilities, which are classified as financial liabilities measured at amortized cost. The carrying values of accounts payable and accrued liabilities approximate their fair values due to the short period to maturity.

The Company is exposed to credit and other price risk with respect to its investments in a private company. The maximum exposure to these risks is the carrying value of the investments. The Company is not exposed to material currency or interest rate risk.

RELATED PARTY TRANSACTIONS

Except as disclosed elsewhere, the Company entered into the following related party transactions:

Fees in the amount of $18,000 (2022 – $12,000) were charged by an officer of the Company for consulting services. Amounts payable as at June 30, 2023 were $nil (September 30, 2022 - $nil).

During the year ended September 30, 2022, the Company received a non-interest-bearing advance of $2,414 from a director of the Company. The Company repaid part of the advance in the amount of $688 and the remaining balance of $1,726 was forgiven.

A director of the Company is also the trustee to the Prescott Family Foundation, the counterparty to the Technology Acquisition Agreement. On May 24, 2023, the Company issued 250,000 common shares with a fair value of $2.01 per share pursuant to the Technology Acquisition Agreement.

With the exception of the Technology Acquisition Agreement, these transactions were in the normal course of operations and were measured at the fair value of the services rendered. Amounts due to related parties are unsecured, non-interest-bearing, and have no formal terms of repayment. The key management personnel of the Company are the directors and officers of the Company. The Company has no long-term employee or post-employment benefits. A summary of compensation awarded to key management was as follows:

		2023		2022
Short-term benefits	$	18,000	$	12,000
Share-based payments		707,956		-
Total	$	725,956	$	12,000

OFF BALANCE SHEET ARRANGEMENT

The Company has no off-balance sheet arrangements.

OUTSTANDING SHARE DATA AND DILUTION CALCULATION

The Company has authorized share capital consisting of common shares without par value. The number of shares authorized is unlimited. The Company has issued warrants for the purchase of common shares and also a stock option plan. The table below summarizes the Company's common shares, stock options and warrants that are convertible into common shares as of August 18, 2023:

Issued and outstanding common shares	38,500,001
Share options with a weighted average exercise price of $0.60	1,500,000
Share purchase warrants with a weighted average exercise price of $0.19	7,750,000
Fully Diluted	**47,750,001**

RISKS AND UNCERTAINTIES

The Company is exposed to a variety of known and unknown risks in the pursuit of its strategic objectives, including but not limited to liquidity/financial risk and general business. The impact of any risk may adversely affect, among other things, the Company's business, financial condition and operating results, which may affect the market price of its securities. The Company monitors its risks on an ongoing basis and seeks to mitigate these risks as and when possible.

Liquidity/Financial Risks

The Company is exposed to normal financial risks including liquidity risk, exchange rate risk, interest rate risk and credit risk. The Company's principal liquidity and capital resource requirements are the capital required to acquire streams and general operating expenses. The Company funds these requirements through current cash and working capital balances which are carefully managed to ensure that operational needs and other contractual and financial obligations are met.

General Business Risks

The success of the Company's activities will depend on management's ability to implement its strategy and on the availability of opportunities related to carbon credit streaming agreements and greenhouse gas emission avoidance, reduction, and removal/sequestration programs; government regulations; commitments to reduce greenhouse gas emissions by corporations, organizations and individuals; and general economic conditions. Although management is optimistic about the Company's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that the Company will successfully implement its current strategy.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the three months ended December 31,2022 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with its filings on SEDAR+ at www.sedarplus.ca.

SUBSEQUENT EVENTS

Other than disclosed elsewhere, no further subsequent events occurred to the date of this MD&A.