

**Form 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Scope Carbon Corp. (the “**Company**”)
1000 - 1055 W Hastings St.
Vancouver, British Columbia V6E 2E9

2. Date of Material Change

October 27, 2023

3. News Release

A news release with respect to the material change were disseminated by the Company on October 31, 2023, respectively, through Cision and subsequently were filed on SEDAR+.

4. Summary of Material Change

On October 27, 2023, the Company completed a non-brokered private placement of 1,250,000 units (each, a “**Unit**”) in the capital of the Company at a price of \$1.60 per Unit, for gross proceeds of \$2,000,000 (the “**Private Placement**”).

5.1 Full Description of Material Change

On October 27, 2023, the Company completed the Private Placement. Each Unit issued pursuant to the Private Placement consists of one common share in the capital of the Company (a “**Common Share**”) and one half of a common share purchase warrant (each whole warrant, a “**Warrant**”). Each whole Warrant is exercisable into one Common Share at a price of CDN \$2.25 per Warrant for a period of two years from the date of issuance.

The Company did not pay any finder’s fees in connection with the Private Placement.

All securities issued in connection with the Private Placement are subject to a statutory hold period of four months and one day from the date of issuance that will expire on February 28, 2024 in accordance with applicable securities laws of Canada.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

7. Omitted Information

Not applicable.

8. Executive Officer

Alan Tam
Chief Financial Officer
(604) 683 0911

9. Date of Report

November 1, 2023