

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

SCOPE AI CORP. (the "Company" or "Scope")
Suite 1000, 1055 West Hastings Street
Vancouver, BC V6E 2E9

Item 2. Date of Material Change

August 7, 2024

Item 3. News Release

The news release (the "**News Release**") was issued on August 7, 2024 through Cision, and filed on www.sedarplus.ca.

Item 4. Summary of Material Change

The Company announced that it has closed its previously announced acquisition of the QSE Technology (see news release dated July 9, 2024).

Item 5. Full Description of Material Change

The Company announced that it has closed its previously announced acquisition (the "Acquisition") of the QSE Technology (see news release dated July 9, 2024), pursuant to a technology agreement dated July 9, 2024 (the "Technology Agreement") with Ovryde Ltd. ("Ovryde") whereby Ovryde transferred its ownership and rights relating to delivery and application of quantum resilient entropy (the "QSE Technology").

Pursuant to the terms of the Technology Agreement and in consideration of the QSE Technology, Scope paid Ovryde \$400,000 and issued 2,800,000 common shares of the Company (the "Consideration Shares") to Ovryde. The Consideration Shares are subject to a four month resale restriction period and additional voluntary restrictions on resale as follows: (i) 560,000 Consideration Shares will be subject to no additional restrictions, (ii) 560,000 Consideration Shares will be subject to restrictions on resale for a period of three (3) months from the date of issue, (iii) 560,000 Consideration Shares will be subject to restrictions on resale for a period of six (6) months from the date of issue, (iv) 560,000 Consideration Shares will be subject to restrictions on resale for a period of nine (9) months from the date of issue, and (v) 560,000 Consideration Shares will be subject to restrictions on resale for a period of twelve (12) months from the date of issue.

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

James Young
Chief Executive Officer
604.683.0911

Item 9. Date of Report

August 7, 2024