

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Carbeeza Inc. (the "Company")
14809 111 Avenue NW
Edmonton, AB T5M 2P3

Item 2 Date of Material Change

December 21, 2023

Item 3 News Release

A press release was disseminated via Canada National & Disclosure Network through Globe Newswire and was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has closed the first tranche of its previously announced non-brokered private placement (the "**Private Placement**") of units of the Company ("**Units**").

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see the news release of December 21, 2023

Item 5.2 Disclosure for Restructuring Transactions

N/A

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

N/A

Item 7 Omitted Information

N/A

Item 8 Executive Officer

Sandro Torrieri
Chief Executive Officer
Phone: 1-855-216-8802

Item 9 Date of Report

December 21, 2023