

Form 51-102F3
Material Change Report

1. Name and Address of Company

Carbon Done Right Developments Inc.
Unit 390 - 1050 Homer Street
Vancouver, BC, Canada, V5B 2W9
(the "Company")

2. Dates of Material Change(s)

March 4, 2025

3. News Release(s)

A news release was issued on March 4, 2025 and filed on SEDAR on that same day.

4. Summaries of Material Changes

Carbon Done Right Developments Inc. has closed a non-brokered private placement and issued 28,250,000 shares for total gross proceeds of \$423,750.

5. Full Description of Material Changes

News Release dated March 4, 2025 – See Schedule "A".

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

Not applicable.

7. Omitted Information

No information has been omitted.

8. Executive Officer

Mr. James Tansey, CEO of the Company, is knowledgeable about the material change contained herein and may be reached at james.tansey@klimatx.com.

9. Date of Report

This report is dated March 4, 2025

SCHEDULE "A"
to the Material Change Report dated March 4, 2025

**Carbon Done Right Announces Closing of \$423,750 Non-Brokered
Private Placement**

VANCOUVER, BC, March 4, 2025 - Carbon Done Right Developments Inc. ("Carbon Done Right" or the "Company") (TSXV: KLX) (FSE: Q1C), a leading provider of high-quality carbon credits sourced exclusively from afforestation and reforestation projects developed and owned by the Company, is pleased to announce that it has closed the third and final tranche of its non-brokered private placement that was initially announced on December 20, 2024, and has issued an additional 11,250,000 shares at a price of \$0.015 per share, for gross proceeds of \$168,750. This brings the total shares issued in the non-brokered private placement to 28,250,000, with total gross proceeds of \$423,750.

A portion of the Private Placement constitutes a "related party transaction" within the meaning of Exchange Policy 5.9 and Multilateral Instrument 61-101 -Protection of Minority Security Holders in Special Transactions ("MI 61-101") adopted in the Policy. The Company has relied on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101 in respect of related party participation in the Private Placement. Aggregate number of units subscribed by related parties is 17,000,000 Units.

The Company plans to utilize allocate the offering proceeds for continued investment into operations for the Company's flagship forest carbon restoration project in Sierra Leone and in order to meet investment requirements associated with the final milestone payment under the previously announced pre-purchase agreement (April, 2023).

This news release does not constitute an offer to sell or solicitation of an offer to sell any securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About Carbon Done Right

Carbon Done Right is an owner and operator of nature-based carbon assets that serves the growing demand for carbon credits from companies seeking to meet their Net Zero goals. The Company achieves this by investing in the exploration, restoration and management of terrestrial and marine systems that can either be protected to enhance the sequestration of greenhouse gases or restored from a degraded status to fully productive ecosystems. The Company's dedication to environmental stewardship and its robust pipeline of carbon credit projects makes it a trusted partner to the largest buyers of carbon credits in the world, in the fight against climate change. Carbon Done Right deploys capital at risk under various arrangements (including cooperation, assignment, and production sharing agreements) with government engagement in various suitable jurisdictions around the world including Sierra Leone, Yucatan, Guyana and Suriname.

ON BEHALF OF THE BOARD OF DIRECTORS

"James Tansey"

James Tansey
Chief Executive Officer

For further information please contact:

Carbon Done Right Developments Inc.
James Tansey, Chief Executive Officer
Email: james.tansey@klimatx.com

<http://www.klimatx.com>

Cautionary Note Regarding Forward Looking Statements

Neither the TSXV nor its Regulation Services Provider (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

This press release contains forward-looking statements and forward-looking information (collectively “**forward looking statements**”) within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “will”, “intends” “expects” and similar expressions which are intended to identify forward-looking information or statements. More particularly and without limitation, this press release contains forward looking statements and information concerning the Offering and the ongoing business of the Company. Carbon Done Right cautions that all forward-looking statements are inherently uncertain, and that actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of Carbon Done Right including expectations and assumptions concerning the Company and the need for additional capital by the Company through financings, and the risk that such funds may not be raised. The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of Carbon Done Right. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

The forward-looking statements contained in this press release are made as of the date of this press release, and Carbon Done Right does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by securities law.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.