

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

ImagineAR Inc. (the “Company”)
Suite 250 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2 Date of Material Change

June 5, 2023

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on June 5, 2023 and distributed through The Newswire.

Item 4 Summary of Material Change

The Company announced the appointment of Gurdip Panaich as a director of the Company.

Item 5 Full Description of Material Change

See attached news release.

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

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Contact: Alen Paul Silverrstieen, Chief Executive Officer
Telephone: (216) 293-0819

Item 9 Date of Report

February 6, 2025

ImagineAR Appoints New Director

VANCOUVER, BC, June 5, 2023 /CNW/ - [ImagineAR](#) (CSE: IP) (OTCQB: IPNFF) an augmented Reality company that enables sports teams, brands and businesses to instantly create their own mobile phone immersive AR campaigns, is pleased to announce that Gurdip (Gary) Panaich has been appointed as a new Director of the Company. Mr. Panaich is currently Chairman of the Board and Chief Compliance Officer of Star Navigation Systems Group Ltd. (CSE: SNA) (OTC Pink: SNAVF) (FSE: S3O). He has proudly served in the Canadian Forces and Royal Canadian Mounted Police (RCMP). Mr. Panaich has also worked as a realtor for 18 years in dealing with commercial, franchise food business and residential real estate.

Alen Paul Silverrsteien, Chairman of the Board & CEO of ImagineAR, stated "We are excited to have Gary join the Board, and believe that his extensive background will provide the Board with a valuable resource as we continue to focus on growth in new vertical markets for our AR technology platform. Additionally, we continue our commitment to pursuing the best possible governance practices by ensuring a majority of Board members are independent of management."

The Company also has granted 900,000 stock options at an exercise price of \$0.05 which expire on June 5, 2026 to the Directors and Officers of the Company in accordance with the company's stock option plan.

This News Release is available on the [company's official Verified Discussion Forum On AGORACOM](#), a moderated social media platform that enables civilized discussion and Q&A between Management and Shareholders.

About ImagineAR

Imagine AR Inc. (CSE: IP) (OTC: IPNFF) has developed an "AR-as-a-Service" platform that enables sports teams and organizations of any size to create and implement their own AR campaigns with no programming or technology experience. Every organization, from professional sports franchises to small retailers, can develop interactive AR campaigns that blend the real and digital worlds using ImagineAR. Customers simply point their mobile device at logos, signs, buildings, products, landmarks and more to instantly engage with videos, information, advertisements, coupons, 3D holograms and any interactive content, all hosted in the cloud and managed using a menu-driven portal. Integrated real-time analytics means that all customer interaction is tracked and measured in real-time. The ImagineAR mobile app is available in the IOS and Android mobile app stores. The platform is available as a native mode SDK.

All trademarks of the property of respective owners.

ON BEHALF OF THE BOARD

Alen Paul Silverrsteien

President & CEO

The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.

Forward-Looking Information and Statements

This press release contains certain "forward-looking information" within the meaning of applicable Canadian securities legislation and may also contain statements that may constitute "forward-looking

statements" within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company's beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of the Company's control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or may contain statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "will continue", "will occur" or "will be achieved". The forward-looking information and forward-looking statements contained herein may include, but is not limited to, information concerning the ability of the Company to generate revenues, roll out new programs and to successfully achieve business objectives, and expectations for other economic, business, and/or competitive factors.

By identifying such information and statements in this manner, the Company is alerting the reader that such information and statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such information and statements. In addition, in connection with the forward-looking information and forward-looking statements contained in this press release, the Company has made certain assumptions. Among the key factors that could cause actual results to differ materially from those projected in the forward-looking information and statements are the following: changes in general economic, business and political conditions, including changes in the financial markets; changes in applicable laws; compliance with extensive government regulation. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected.

Although the Company believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements. The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and the Company does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to the Company or persons acting on its behalf is expressly qualified in its entirety by this notice.

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For further information: or to explore working with ImagineAR, please email; info@imaginear.com or visit www.imagineAR.com.