

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

November 13, 2023

Item 3 News Release

A News Release was issued in Vancouver, British Columbia on November 13, 2023 and distributed through The Newswire.

Item 4 Summary of Material Change

The Company entered into an agreement with Gurdip Panaich, a director of the Company, and another individual pursuant to which the Company will issue 5,000, shares to each of them for them providing a refundable deposit into escrow for the potential purchase of a property located in Southern United States.

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 Silverstieen, Chief Executive Officer
Telephone: (216) 293-0819

Item 9 Date of Report

February 6, 2025

ImagineAR Announces First UK Professional Soccer Client, Queens Park Rangers Football Club, Launching Interactive Mobile Augmented Reality Fan Experiences

Queens Park Ranger Football Club competes in the EFL Championship, the second tier of the English soccer league system.

Vancouver, British Columbia and Erie, Pennsylvania--(Newsfile Corp. - November 13, 2023) - Imagine AR Inc. (CSE: IP) (OTCQB: IPNFF) ("ImagineAR" or "Company"), an Augmented Reality Company that enables sports teams, businesses, and enterprises to create their own AR mobile campaigns, is excited to announce its first UK Soccer Team client, the Queens Park Rangers of the EFL Championship League, will integrate AR Fan Engagement Campaigns this season focused in their Fan zone. This revenue-sharing agreement makes the Queens Park Rangers the first UK Professional Soccer team to integrate the ImagineAR Augmented Reality SDK Platform to deliver fan immersive experiences.

Euan Inglis, Commercial Director of Queens Park Rangers Football Club, "We are really excited about the engagement opportunities with our supporters that partnering with Imagine AR is going to bring. Augmented Reality is such an immersive technology that the enhancement it will bring to our matchday, and digital activities is significant, which we are really excited about."

Alen Paul Silverstien, CEO of ImagineAR, stated, "ImagineAR is truly honored to sign our first UK Soccer team. Urban Zoo, the QPR app developer, is one of the leading UK Soccer team mobile app providers and we are expecting this winter launch will be a showcase of our AR sports fan platform to the EFL and other leagues."

ImagineAR is pleased to announce it has signed a media service agreement with Sully Entertainment Group LLC ("**Sully**") dated August 23, 2023, to provide national/international communications services and broadcast services. In consideration for the services provided by **Sully**, the company will make an initial cash payment of \$20,000 USD, and \$6,000 USD monthly payments for a six-month period. The Company will also issue 1,400,000 restricted common shares of the Company at a deemed price of CAD \$0.05 in two allotments, one for 700,000 at the end of the first three months on December 1st, 2023, and the remaining 700,000 at the end date of the agreement term being March 1st, 2024. The stock restriction period is four months hold upon issuance.

The Company has entered into an agreement with Gurdip (Gary) Panaich, a director of the Company, and another individual pursuant to which the Company will issue 5,000,000 shares to each of them at a deemed price of \$0.05 per share for them providing a refundable deposit into escrow on behalf of the Company for the potential purchase of a property located in the Southern United States. The shares will be subject to a four month hold period.

About ImagineAR

ImagineAR Inc. (CSE: IP) (OTCQB: IPNFF) is a self-publishing augmented reality (AR) platform that enables businesses 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. Customers simply point their mobile device at logos, signs, buildings, (products, landmarks and more to instantly engage 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 AR Enterprise platform supports both iOS and Android mobile devices and upcoming wearable technologies. The AR Platform is available as an SDK Plug-in for existing mobile apps.

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

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ON BEHALF OF THE BOARD

Alen Paul Silverstieen
President & CEO

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

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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.

To view the source version of this press release, please visit <https://www.newsfilecorp.com/release/187125>