



NEWS RELEASE

Metasphere Labs Announces Upcoming Annual General & Special Meeting

Vancouver, British Columbia – March 3, 2025 / The Newswire/ – Metasphere Labs Inc. (“Metasphere” or the “Company”) (CSE: [LABZ](#)) (OTC: [LABZF](#)) (FRA: [H1N](#)), a leader in blockchain, metaverse, and decentralized identity technology, announces that it will hold its annual general and special meeting (the “AGSM”) on April 2, 2025.

At the AGSM, in addition to normal course of business items, the Company intends to seek shareholder approval for a proposed share consolidation of its issued and outstanding common shares (the “**Common Shares**”) on the basis of ten (10) pre-consolidation Common Shares for one (1) post-consolidation Common Share (the “**Consolidation**”). No fractional shares will be issued, and any resulting fraction will be rounded to the nearest whole number. The Company's CUSIP and ISIN numbers will change upon completion of the Consolidation.

If the Consolidation is approved by shareholders, the effective date of the Consolidation will be announced by news release if and when the board of directors considers it to be in the best interests of the Company to proceed with the Consolidation.

At the AGSM, the Company will also seek shareholder approval for a proposed non-brokered private placement (the “**Private Placement**”) on a post-Consolidation basis through the issuance of up to 10,000,000 units (each, a “**Unit**”) in the capital of the Company. The price of the Units will be determined in accordance with *Section 6.2. Private Placements* of the CSE’s *Policy 6 – Distribution & Corporation Finance*. Each Unit will consist of one Common Share and one transferrable Common Share purchase warrant (each, a “**Warrant**”). Each Warrant will entitle the holder thereof to acquire one additional Common Share for a period of 36 months from the date of issuance, at a price to be determined in accordance with the *section 6.7. Option, Warrants and Convertible Securities Other Than Incentive Options or Right* of the CSE’s *Policy 6 – Distribution & Corporation Finance*.

All securities issued under the Private Placement will be subject to a statutory hold period of four months and one day following the closing of the Private Placement. Finder’s fees may be payable in connection with the Private Placement in accordance with the policies of the CSE. The proceeds will be used for working capital.

Certain directors and officers of the Company may acquire Units under the Private Placement. Such participation will be considered to be a "related party transaction" as defined under Multilateral Instrument

61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61- 101"). The Company anticipates relying on exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in Section 5.5(b) and Section 5.7(1)(b) of MI 61-101 in respect of related party participation in the Private Placement as neither the fair market value of the Units to be acquired by the participating directors and officers nor the consideration to be paid by such directors and officers is anticipated to exceed \$2,500,000.

The securities issued under the Private Placement have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and were not to be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

If the Private Placement is approved by shareholders, it will be announced by news release if and when the board of directors considers it to be in the best interests of the Company to proceed with the Private Placement.

The Consolidation and Private Placement will also be subject to acceptance by the Canadian Securities Exchange ("CSE"). Notwithstanding shareholder approval, the Board of Directors reserves the right to revoke the resolutions approving the Consolidation and Private Placement at any time prior to implementation if deemed in the best interest of the Company.

Shareholders of record on February 14, 2025 will be entitled to vote at the AGSM and will receive the Company's management's information circular and related proxy materials, all of which will also be available under the Company's profile at www.sedarplus.ca in due course.

About Metasphere Labs Inc.

Metasphere Labs Inc. is a leading developer of Web3 and metaverse strategies. The company specializes in integrating blockchain technology into real-world applications, with a focus on environmental sustainability and social impact. Metasphere is passionate about applying decentralized solutions to some of the most pressing challenges of our time.

For more information, please contact:

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Forward-Looking Information

This news release contains "forward-looking statements." Statements in this news release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations, or intentions regarding the future. Forward-looking information in this release includes, but is not limited to, statements regarding the proposed share consolidation (the "Consolidation"), the anticipated approval by shareholders, the potential implementation of the Consolidation, the timing of its effectiveness, the proposed private placement (the "Private Placement"), the pricing and terms of the Private Placement, the anticipated use of proceeds, the development of the carbon credit protocol initiative, other open metaverse and blockchain projects, and the development of virtual world projects.

Forward-looking information is based on management's expectations, estimates, and projections as of the date of this release and is subject to risks and uncertainties, many of which are beyond the Company's control. These risks and uncertainties include, but are not limited to: the risk that shareholder approval for the Consolidation or Private Placement may not be obtained; the possibility that the Company may decide not to proceed with the Consolidation even if approved; market conditions affecting the ability to complete the Private Placement on acceptable terms or at all; potential dilution of existing shareholders as a result of the Private Placement; fluctuations in the Company's share price and liquidity following the Consolidation; regulatory approvals and compliance risks; the risk that proceeds from the Private Placement may not be sufficient for the Company's working capital needs; general economic, market, and business conditions, the continued growth and adoption of NFT, metaverse and blockchain offerings; the cost of developing and designing NFTs and metaverses is economically viable; the Company being able to attract and retain a sufficient workforce with desired skillsets to develop the Company's digital offerings; the availability of offerings provided by third-parties in the NFT, metaverse development and online gaming market to identify potential transactions; the increasing adoption of NFTs as a solution for various online gaming, entertainment and collectible uses; the Company having the ability to mitigate the risks associated with the blockchain and NFT industry; and the ability to compete with other businesses in the NFT, metaverse development, content creation and collectibles market.

Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. These forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: the risk that the Company's offerings are not accepted by the consumer, the risk that other competitors may offer similar digital offerings; the risk that there may be negative changes in general economic and business conditions; the risk that the Company may have negative operating cash flow and not enough capital to complete the development of any of its technologies; the risk that the Company may not be able to obtain additional financing as necessary; the risk that there may be increases in capital and operating costs; the risk that the NFT technology may be subject to fraud and other failures; the risk that there may be technological changes and developments in the blockchain that make the NFT solutions obsolete; risks relating to regulatory changes or actions which may impede the development or operation of the blockchain solutions; the risk that other competitors may release similar blockchain offerings; the potential future unviability of the NFT market in general; the volatile cost of the amount of computational effort required to execute specific operations on the blockchain, and other general risks involved in the blockchain solutions.

Risks and uncertainties about the Company's business are more fully discussed in the Company's disclosure materials, including its reports filed with the Canadian securities regulators and which can be obtained from www.sedarplus.ca.

Any of these risks may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Further, although the Company has attempted to identify factors that could cause actual results, levels of activity, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause results, levels of activity, performance or achievements not to be as anticipated, estimated or intended. These forward- looking statements are made as of the date of this news release, and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by applicable law, including the securities laws of the United States and Canada. Although the Company believes that any beliefs, plans, expectations and intentions contained in this news release are reasonable, there can be no assurance that any such beliefs, plans, expectations or intentions will prove to be accurate. The Company does not assume any liability for disclosure relating to any other company mentioned herein.

SOURCE: METASPHERE LABS INC.