



NEWS RELEASE

Metasphere Labs Announces Results of Shareholder Meeting

Vancouver, British Columbia – April 2, 2025 – Metasphere Labs Inc. (“Metasphere” or the “Company”) (CSE: [LABZ](#)) (OTC: [LABZF](#)) (FRA: [H1N](#)) announces the results of its annual general and special meeting of shareholder held on April 2, 2025 (the “**Meeting**”).

After considering the feedback from the shareholders at the Meeting, the Company decided to withdraw the special items from the Meeting’s agenda, that included a proposal to approve the Stock Option Plan, the RSU Plan, the previously announced proposed Share Consolidation, and the proposed Private Placement (the “**Special Items**”). The withdrawal of these Special Items will not affect the validity of the proxy form attached to the notice of meeting nor any proxy votes already submitted in respect to the remaining resolutions put forth to the shareholders for their approval. All other general matters, including the Number of Directors, the Election of Directors, the Appointment of Auditor, and Other Business, outlined in the proxy proceeded as scheduled.

At the Meeting, a total of 3,995,954 common shares voted, representing approximately 10.02% of the issued and outstanding common shares of the Company. Of which, the majority of the shareholders votes cast were against the proposal of fixing the number of directors at three. Pursuant to Section 120 of *British Columbia Business Corporation Act* (“**BCBCA**”) and the Company’s bylaws Section 13.1 (the “**Bylaws**”), the Company must have at least three directors to comply with corporate legislation. Given the rules set out in the BCBCA and the Bylaws, the number of directors remains at three.

At the Meeting, the majority of the shareholders votes cast were withheld for the Company’s nominees of directors. Given that the Company does not retain a majority voting policy, and no nominees other than those provided in the Company’s management information circular were received, the withholding of votes does not automatically remove the nominees from the board. Under the Company’s default plurality voting system, directors are elected based on who receives the most “for” votes, regardless of how many “withhold” votes there are. Where the number of nominees equals the number of open board seats, all nominees are elected as long as they receive at least one “for” vote — even if they receive more “withhold” votes. Therefore, the election of Kevin Cornish, James Henning, and Guy Bourgeois as directors of the Company are duly held until the next annual meeting of shareholders or until their successors are duly appointed or elected.

In addition, the shareholders re-appointed WDM Professional Chartered Accountants as the Company’s auditor and authorized the directors to fix the auditor’s remuneration.

About Metasphere Labs Inc.

Metasphere Labs Inc. specializes in integrating blockchain technology into real-world applications, with a focus on environmental sustainability and social impact.

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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.