

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Legible Inc. (“**Legible**” or the “**Company**”)
2230 Ontario Street
Vancouver, BC V5T 2X2

2. Date of Material Change

February 2, 2023

3. News Release

A press release was disseminated on February 2, 2023 via Business Wire.

4. Summary of Material Change

Legible closes first tranche of unit offering private placement and increases offering size to \$1,100,000.

5. Full Description of Material Change

5.1 Full Description of Material Change

Legible increased the size of its private placement of units (“Units”) from \$550,000 to up to \$1,100,000 (the “Private Placement”).

In addition, Legible completed the closing of the first tranche of the Private Placement. Legible issued 3,982,727 Units at a price of \$0.11 per Unit for gross proceeds of \$438,100 (less the finder’s fee of \$2,420 for net proceeds of \$435,680; \$18,000 of which was the settlement of outstanding indebtedness).

Mr. David Van Seters, a director of Legible, subscribed for 81,818 Units and Ms. Shannon Kaustinen, also a director of Legible, subscribed for 81,818 Units under the Private Placement. Legible has determined that exemptions from the various requirements of Multilateral Instrument 61-101 are available for the issuance of the Units (Formal Valuation - Issuer Not Listed on Specified Markets; Minority Approval - Fair Market Value Not More Than \$2,500,000).

Each Unit consists of one common share of the Company (“Common Share”) and one common share purchase warrant (“Warrant”). Each Warrant entitles the holder to purchase one Common Share at a price of \$0.15 for a period of one (1) year from closing; provided that if, at any time, after the date that is four months and one day following the closing, the volume weighted average trading price of the common shares on the Canadian Securities Exchange (the “CSE”) is at least \$0.45 per share for a period of 5 consecutive trading days, the expiry date of the Warrants may be accelerated by the Company to a date that is not less than 21 days after the date that notice of such acceleration is provided to the Warrant holders,

which notice may be by way of general press release.

As noted above, finders acting in connection with the Private Placement received fees in the aggregate amount of \$2,420 and 22,000 finder's warrants. Each finder's warrant may be exercised to acquire one Common Share at a price of \$0.11 per share for a period of one (1) year from the closing; provided that if, at any time, after the date that is four months and one day following the closing, the volume weighted average trading price of the Common Shares on the CSE is at least \$0.45 per share for a period of 5 consecutive trading days, the expiry date of the finder's warrants may be accelerated by the Company to a date that is not less than 21 days after the date that notice of such acceleration is provided to the finder's warrant holders, which notice may be by way of general press release.

The Company intends to use the proceeds from the Private Placement for general working capital purposes including technology development, product and feature releases, marketing awareness and conversion campaigns. All securities issued in connection with the Private Placement are subject to a hold period that expires on June 3, 2023.

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not Applicable

7. Omitted Information

Not Applicable

8. Executive Officer

The name and business number of the executive officer of the Corporation who is knowledgeable about the material change and this report is:

Kaleeg Hainsworth
Chief Executive Officer
Phone: 1-672-514-2665

9. Date of Report

February 2, 2023