

Form 62-103F1

Required Disclosure under the Early Warning Requirements

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the closing by Web3 Ventures Inc. (the “**Company**” or “**Web3**”) of its non-brokered private placement (the “**Offering**”), pursuant to which the Company issued a total of 20,302 units (the “**Units**”), each Unit consisting of 1,000 subordinate voting shares (the “**SVS Shares**”), 500 SVS Share purchase warrants (the “**SVS Financing Warrants**”) which are exercisable for the purchase of one SVS Share at a price of C\$0.15 per share for a period of 2 years from the date of their original issuance, 10 multiple voting shares (the “**MVS Shares**”) and 5 MVS Share purchase warrants (the “**MVS Financing Warrants**”) which are exercisable for the purchase of one MVS Share at a price of C\$15.00 per share for a period of 2 years from the date of their original issuance, in the capital of the Company at a price of C\$100 per Unit for gross proceeds of C\$2,030,200.

This report also relates an acquisition of securities in the capital of the Company pursuant to a definitive agreement dated December 16, 2022 (the “**Definitive Agreement**”) between a group of arm’s length purchasers and certain shareholders of Web3 (the “**Sellers**”). In connection with the Definitive Agreement, Orthogonal Thinker Inc. (“**OT**”) purchased certain MVS Shares and warrants to purchase MVS Shares, and acquired options to purchase certain MVS Shares and warrants to purchase MVS Shares. Each MVS Share is equivalent to 100 SVS Shares in economic terms and with respect to voting rights.

The Company’s head office is located at 22 Leader Lane, Suite 409, Toronto, ON M5E 0B2.

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered the requirement to file this Report did not occur on a stock exchange or other securities market. Refer to Item 2.2 below.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the Acquiror.

Orthogonal Thinker Inc.
1215 South Kihei Road, Suite 424
Kihei, HI 96753, USA

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

The Offering did not take place on a stock exchange or other market that represents a published market for securities, but in connection with a non-brokered private placement of MVS Shares, SVS Shares, MVS Financing Warrants and SVS Financing Warrants of the Company that was completed on March 21, 2023, raising aggregate gross proceeds of C\$2,030,200 through the issuance of 20,302 Units at a price of C\$100 per Unit.

In connection with the Offering, Pluto 11.11 Inc., a corporation with common directors and management to OT, acquired 99,560 MVS Shares, 9,956,000 SVS Shares, 49,780 MVS Financing Warrants and 4,978,000 SVS Financing Warrants for an aggregate purchase price of C\$995,600. Prior to the Offering, Pluto held no securities of the Company, following the Offering, Pluto now owns approximately 14.43% of the issued and outstanding SVS Shares (calculated by the total number of MVS Shares held on an as-converted basis) on a non-diluted basis and 14.48% on a fully diluted basis.

Pursuant to the transactions contemplated by the Definitive Agreement (the “**Purchase Transaction**”), the Sellers, with a group of arm’s length third parties, including OT (the “**Buyers**”) completed the following transactions: (i) the purchase by the Buyers of a total 4,250,000 SVS Shares, 4,250,000 SVS Share purchase warrants (the “**SVS Purchase Warrants**”) which are exercisable for the purchase of one SVS Share at a price of C\$0.10 per share for a period of 5 years from the date of their original issuance, 220,531 MVS Shares (the “**Initial Shares**”) and 220,531 MVS Share purchase warrants (the “**MVS Purchase Warrants**”) which are exercisable for the purchase of one MVS Share at a price of C\$10 per MVS Share for a period of 5 years from the date of their original issuance, owned by the Sellers, and (ii) the issuance of options (the “**Options**”) to purchase of, pursuant to option agreements entered into by certain Sellers and OT, 246,969 MVS Shares and 246,969 MVS Purchase Warrants held by certain Sellers (the “**Optioned Securities**”). The aggregate purchase price for the Initial Shares and Options was C\$1,000,000. The Options are exercisable for an aggregate of C\$1.00 commencing on the date that is four months plus one day following the closing date of the Purchase Transaction, on the condition that exercise of the Options will not result in the Options holder acquiring over 20% of the Company’s then issued and outstanding voting shares. It was a condition to the closing of the Purchase Transaction that the Offering be complete and a minimum of C\$1,000,000 be raised by the Company.

In connection with the Purchase Transaction, OT acquired 76,099 MVS Shares, 76,099 MVS Purchase Warrants and a right to purchase an additional 246,969 Optioned Securities under the Options. The MVS Purchase Warrants acquired by OT are not exercisable if the exercise of the MVS Purchase Warrants will result in the holder of the MVS Purchase Warrants obtaining control over 20% or more of the voting securities of the Company. The aggregate consideration for the securities purchased by OT pursuant to the Purchase Transaction was C\$646,136.

Prior to the Purchase Transaction, OT owned no securities of the Company. Following the Purchase Transaction, OT now owns approximately 5.52% of the issued and outstanding SVS Shares (calculated by the total number of MVS Shares held on an as-converted basis) on a non-diluted basis and 31.33% on a fully diluted basis.

2.3 State the names of any joint actors.

Pluto 11.11 Inc. and Orthogonal Thinker Inc. are private companies which share common directors and management. This report is being filed in reliance upon Section 3.2 of National Instrument 62-103.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file this report and the change in the acquiror's securityholding percentage in the class of securities.

Prior to the transactions set out in Item 2.2, each of OT and Pluto did not own or control any securities of the Company.

Subsequent to the Offering and Purchase Transaction set out in Item 2.2, OT and Pluto together now hold 175,659 MVS Shares, 76,099 MVS Purchase Warrants, 49,780 MVS Financing Warrants, 9,956,000 SVS Shares, 4,978,000 SVS Financing Warrants, and 246,969 Optioned Securities, representing approximately 19.95% of the issued and outstanding SVS Shares (calculated by the total number of MVS Shares held on an as-converted basis) on a non-diluted basis and 45.81% on a fully diluted basis.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file this report.

See Item 2.2 above.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities, immediately before

and after the transaction or other occurrence that triggered the requirement to file this report.

See Items 2.2 and 3.1 above.

3.5 State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which

(a) the acquiror, either alone or together with any joint actors, has ownership and control,

Not applicable.

(b) the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and

Not applicable.

(c) the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.

Not applicable.

3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.

Not applicable.

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See item 2.2 above.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.**

See item 2.2 above.

- 4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.**

See item 2.2 above.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**

Each of OT and Pluto has acquired the securities for investment purposes. In the future, Pluto, OT, or both of them, will evaluate their investment in the Company from time to time and may, based on such evaluation, market conditions and other circumstances, increase or decrease its shareholdings as circumstances require through market transactions, private agreements, or otherwise.

- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**

Neither Pluto or OT has plans or intentions in this regard.

- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**

Neither Pluto or OT has plans or intentions in this regard.

- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**

Neither Pluto or OT has plans or intentions in this regard.

- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**

Neither Pluto or OT has plans or intentions in this regard.

- (f) a material change in the reporting issuer's business or corporate structure;**

Neither Pluto or OT has plans or intentions in this regard.

- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**

Neither Pluto or OT has plans or intentions in this regard.

- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**

Neither Pluto or OT has plans or intentions in this regard.

- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**

Neither Pluto or OT has plans or intentions in this regard.

- (j) a solicitation of proxies from securityholders;**

Neither Pluto or OT has plans or intentions in this regard.

- (k) an action similar to any of those enumerated above.**

Neither Pluto or OT has plans or intentions in this regard.

Item 6 – Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates,

including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Concurrently with the closing of the Offering, Pluto 11.11 and the Company entered into a lock-up agreement with respect to the securities acquired from the Offering to be released 12 months following the Company's SVS Shares being listed for trading on a stock exchange.

Concurrently with the closing of the Purchase Transaction, OT and the Company entered into a lock-up agreement with respect to the securities acquired in the Purchase Transaction to be released 12 months following the Company's SVS Shares being listed for trading on a stock exchange.

Item 7 – Change in Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

In connection with the Purchase Transaction, OT relied on section 4.2 "Private Agreement Exemption" of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* ("NI 62-104") as:

- (a) purchases of MVS Shares were made from not more than 5 persons in the aggregate;
- (b) the bid was not made generally to security holders of the class of securities that is the subject of the bid and there were more than 5 security holders of the class; and
- (c) there is no published market for the securities of the Company and there was a reasonable basis for determining that the value of the consideration paid for the securities in the Purchase Transaction was not greater than 115% of the value of the securities.

Item 9 – Certification

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I, as the chief executive officer of OT and Pluto, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Dated this 23rd day of March, 2023.

“David Nikzad”

DAVID NIKZAD