

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

**Item 1: Name and Address of Company**

Web3 Ventures Inc. (the “Company”)  
22 Leader Lane, Suite 409  
Toronto, Ontario M5E 0B2

**Item 2: Date of Material Change**

July 21, 2023.

**Item 3: News Release**

A news release was issued and disseminated on July 21, 2023 over Globe Newswire and filed on SEDAR on July 31, 2023 at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4: Summary of Material Change**

Brian Keane has resigned as VP of Capital Markets and Director of the Company to pursue other endeavours.

**Item 5.1: Full Description of Material Change**

Please see attached news release.

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

**Item 6: Reliance on subsection 7.1(2) of National Instrument 51-102 (Confidentiality)**

Not applicable.

**Item 7: Omitted Information**

No information has been omitted on the basis that it is confidential information.

**Item 8: Executive Officer**

For additional information with respect to this material change, the following person may be contacted:

David Nikzad  
Chief Executive Officer and Director  
808-213-8191  
E: [david@psly.com](mailto:david@psly.com)

**Item 9: Date of Report**

July 31, 2023.