

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

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

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

**Item 2: Date of Material Change**

August 8, 2023.

**Item 3: News Release**

A news release was issued by the Company on Globe Newswire and filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4: Summary of Material Change**

See Item 5.1, below.

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

The Company announced that it has entered into an investor relations agreement with IR Labs Inc. (“**IR Labs**”) pursuant to which IR Labs has agreed to provide a range of investor relations services, with a primary focus on developing and managing an investor relations and communication program, including public relations, media, social media and stakeholder relations.

Pursuant to the agreement with IR Labs dated August 8, 2023, IR Labs has agreed to provide investor relations and communications services to the Company in exchange for a monthly fee of \$5,000 plus applicable taxes for a period of 12 months. The services include developing and managing an investor relations and communications program, including stakeholder relations. The term of the agreement is for a period of 12 months, ending on July 31, 2024.

**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**

David Nikzad  
Chief Executive Officer and Director  
T: 808-213-8191  
E: david@psly.com

**Item 9: Date of Report**

August 8, 2023.