

**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**

September 7, 2023

**Item 3: News Release**

A news release was issued and disseminated on September 8, 2023 over Globe Newswire and filed on SEDAR on September 8, 2023 at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4: Summary of Material Change**

The Company announced that it has closed a private placement of 669,691 Units at a price of \$0.10 per Unit for aggregate gross proceeds of \$66,969 on September 7, 2023.

**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**

September 11, 2023



**THIS NEWS RELEASE IS NOT FOR DISSEMINATION IN THE UNITED STATES OR FOR DISTRIBUTION TO U.S. NEWSWIRE SERVICES AND DOES NOT CONSTITUTE AN OFFER OF THE SECURITIES DESCRIBED HEREIN**

**Web3 Ventures Inc. Announces it will Commence Trading on the Canadian Securities Exchange (CSE) under Ticker Symbol (WEBV) on Monday, September 11, 2023 and Announces Closing of Previously Announced Private Placement**

**Toronto, Ontario - September 8, 2023** – Web3 Ventures Inc. (“**Web3**” or the “**Company**”) (CSE:WEBV), a leading web 3.0 company specializing in blockchain solutions, decentralized applications, and strategic investments, is pleased to announce that it has received final approval to list its subordinate voting shares on the Canadian Securities Exchange (the “**CSE**”), under ticker symbol “WEBV” at the opening of the market on September 11, 2023.

“This is an exciting milestone. Now that Web3 has a liquidity pathway, the Company is excited to offer a diverse portfolio of passive and control investments in best-in-class assets, start-ups, and mature ventures,” said David Nikzad, CEO and Chairman of Web3. “Our goal is to leverage the potential of Web3 to transform and disrupt industries worldwide. This would not have been possible without the support of our investors who got us here.”

**Closing of Offering**

The Company is also pleased to announce that, further to its news releases on April 26, 2023 and June 28, 2023 announcing a non-brokered private placement of up to 10,000,000 units of the Company (each a “**Unit**”) at a price of \$0.10 per Unit for aggregate gross proceeds of up to \$1,000,000 (“**Offering**”), it has closed the Offering through the issuance of 669,691 Units at a price of \$0.10 per Unit for aggregate gross proceeds of \$66,969 on September 7, 2023.

Each Unit consists of one Subordinate Voting Share of the Company (a “**SVS**”) and one SVS purchase warrant (each a “**SVS Warrant**”). Each SVS Warrant entitles its holder to purchase one additional SVS at an exercise price of \$0.20 per SVS for a period of 24 months from the date of issue (“**Closing Date**”). All securities issued in connection with the Offering will be subject to a four month hold period under applicable securities laws.

The Company intends to use the net proceeds from the Offering for (i) general working capital purposes, (ii) completion of listing of its SVS on the CSE, and (iii) deployment into new and existing web 3.0 related applications and companies.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities being offered have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws.

**Liquidity Service Provider**



The Company has also retained Integral Wealth Securities Limited (“**Integral**”) to provide services as a market maker in compliance with the policies and guidelines of the CSE and applicable legislation. Under the agreement, Integral will receive a fee of C\$5,500 plus applicable taxes per month payable on the 1<sup>st</sup> day of each month. The initial term of the agreement is three months from the date of execution, and after the third month, the agreement may be terminated by Web3 on 30 days’ written notice. No stock options are being granted and no compensation other than as stated above is payable in connection with the engagement between Web3 and Integral. Integral and the Company are unrelated and unaffiliated entities and at the time of the agreement, neither Integral nor its principals have an interest, directly or indirectly, in the securities of the Company. Integral will be responsible for the costs it incurs in buying and selling the Company's shares, and no third party will be providing funds or securities for the market-making activities that Integral will perform.

### **About Integral Wealth Securities Limited**

Integral Wealth Securities Limited is a full-service securities dealer engaged in wealth management, market making, and investment banking with offices in Toronto, Ottawa, Calgary, Vancouver, Kitchener-Waterloo, Burlington, Sidney, and Nanaimo.

### **Update on Insider Ownership**

Pluto11.11 Inc., a corporation controlled by the Company’s CEO and COO holds approximately 29.21% of the issued and outstanding SVS (calculated by the total number of multiple voting shares (“**MVS**”) held on an as-converted basis) on a non-diluted basis and 41.16% on a fully diluted basis.

Pluto11.11 Inc. is a related party to Orthogonal Thinker Inc., which holds 76,099 MVS, 76,099 warrants to purchase MVS and a right to purchase an additional 246,969 MVS and 246,969 warrants to purchase MVS pursuant to options purchased from existing shareholders of Web3.

Orthogonal, together with Pluto, now owns approximately 33.65% of the issued and outstanding SVS (calculated by the total number of MVS held on an as-converted basis) on a non-diluted basis and 67.69% on a fully diluted basis.

Orthogonal and Pluto have agreed to place their securities in escrow pursuant to the policies of the CSE to be released in quarterly instalments until September 11, 2026.

### **About Web3 Ventures Inc.**

Web3 Ventures Inc. is a diversified investment company focused on identifying, incubating, accelerating, and developing world-class projects and applications for the decentralized web. Focused on supporting founders and entrepreneurs, Web3’s core investment pillars are blockchain-based transparency, secured identity, verified communications, and gamification, focusing on early-stage, small, & medium enterprises in the burgeoning web 3.0 sector.



**For further information please contact:**

Web3 Ventures Inc.

David Nikzad

CEO, Chairman

Telephone: 1-866-395-6989

Email: investors@w3ven.com

**Cautionary Note Regarding Forward-Looking Statements**

*Certain information set forth in this news release may contain forward-looking statements that involve substantial known and unknown risks and uncertainties, certain of which are beyond the control of the Company. Forward-looking statements are frequently characterized by words such as "plan", "continue", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur or be achieved and other similar expressions. Forward-looking statements are based on the estimates and opinions of management on the date the statements are made. In the news release, such forward-looking statements include, but are not limited to, statements regarding, the Company's performance, business objectives and milestones and the anticipated timing thereof; the size and terms of the Offering; and the anticipated use of net proceeds from the Offering.*

*In making the forward-looking statements in this news release, the Company has applied several material assumptions, including without limitation: the Company's ability to comply with all applicable regulations and laws, including environmental, health and safety laws; the Company having sufficient working capital for future operating activities; the ability of the Company to achieve its business objectives and milestones and the anticipated timing of execution; the Company's ability to continue as a going concern; the Company's ability to achieve profitability in the 2023 fiscal year; the Company's ability to obtain additional financing for continued operations on terms acceptable to the Company; and the Company's ability to use the proceeds from the Offering for the business objectives outlined herein.*

*The above lists of forward-looking statements and assumptions are not exhaustive. Since forward-looking statements address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated or implied by such forward-looking statements due to a number of factors and risks. These include: changes in general economic, business and political conditions, including changes in the financial markets; consents or authorizations required; changes in laws, regulations and policies affecting the Company's operations; currency fluctuations; environmental issues and liabilities; the potential impact of the announcement or consummation of the Offering on relationship, including with regulatory bodies, employees, suppliers, customers and competitors;*



*the inability of the Company to obtain additional financing for continued operations on terms acceptable to the Company; the lack of control over the Company's investees; risks relating to investing in the SVS; risks relating to the use of proceeds from the Offering; volatility in the market price of the Company's SVS; dilution of shareholders' holdings; negative operating cash flow; the negative effects of interest rate and exchange rate changes; the potential impact of health crises and market instability due to the COVID-19 pandemic; risks relating to the Company's reliance on key employees; limitations in the liquidity of the SVS; litigation risks; risks with the integration of new businesses and acquisitions; risks related to the Company's status as an "emerging growth company" under the U.S. securities laws; the Company's inability to expand into new business areas and geographic markets; management of growth; the risk of defaulting on existing debt; the Company's inability to continue as a going concern; and the Company's inability to achieve profitability in 2023.*

*Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. The Company does not intend, and does not assume any obligation, to update this forward-looking information except as otherwise required by applicable law.*