

**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

January 11, 2024.

Item 3: News Release

A news release was issued and disseminated on January 8, 2024 over AccessWire and filed on SEDAR+ on January 8, 2024 at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announces that it would be changing its name to Orthogonal Global Group Inc. and its trading symbol to OGG.

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

Item 9: Date of Report

January 8, 2024



Web3 Ventures Announces Rebranding, Changes Name to Orthogonal Global Group

Toronto, Ontario – January 8, 2024 – Web3 Ventures Inc. (“**Web3**” or the “**Company**”) (CSE: WEBV) (OTC Pink: WEBVF), a diversified investment company focused on furthering initiatives in the wellness, healthcare, AI, digital ownership, deep tech and fintech spaces, announces that the Company will change its name to “Orthogonal Global Group Inc.” from “Web3 Ventures Inc.” and begin trading on the Canadian Securities Exchange (“**CSE**”) under the new name at the market open on January 11, 2024. The Company will also concurrently change its stock symbol to “OGG” on the CSE.

No action is required to be taken by shareholders with respect to the name change. Outstanding share certificates are not affected by the name change and do not need to be exchanged. The Company’s ISIN and CUSIP numbers for the subordinate voting shares will change to CA68752R1073 and 68752R107, respectively.

This is an extensive rebranding effort to align the Company’s vision, values and commitment to changing the world for the healthier by accelerating disruption where needed.

At the heart of this rebranding is a change of the Company’s name to Orthogonal Global Group, or “Orthogonal.” Orthogonal, pronounced “or-thaa-guh-nuhl,” is the scientific principle of right angles. Orthogonal embodies the concept of progression through innovative and unforeseen methods. It is the natural connection between ideas and the utilization of tangential energy’s universal and exponential power.

The Company’s investment strategy utilizes the concept of orthogonal as it navigates tangents of possibility within a diverse environment of seasoned and unique individuals to achieve success. Departing from conventional investment approaches, Orthogonal intends to embrace an entirely new paradigm for assessing opportunities. Whether leveraging cutting-edge technologies or reimagining ancient practices for modern applications, every investment undergoes rigorous scrutiny, aiming for positive impact and value. The Company will remain steadfast in furthering the complementary wellness and technology industries, including web 3.0, AI, digital ownership, deep tech and fintech spaces.

“We’re thrilled to introduce Orthogonal Global Group as a manifestation of our dedication to conscious capitalism,” said David Nikzad, the Company’s CEO and Co-Founder. This change represents our commitment to investing not just in financial returns but in the future we envision, built on innovative healthcare solutions, sustainable agriculture, and technologies that propel positive global change. Orthogonal signifies our strategic approach, leveraging unexpected angles and diverse opportunities to drive meaningful progress.”

Under its new banner, Orthogonal Global Group remains dedicated to fostering innovation, supporting disruptive ideas, and uniting a community of like-minded individuals committed to driving change on a global scale.

About Web3 Ventures

Web3 Ventures is a diversified investment Company focused on identifying, incubating, accelerating, and developing world-class projects and applications in wellness, healthcare and the decentralized web. Focused on supporting founders and entrepreneurs, Web's core investment pillars are blockchain-based transparency, secured identity, verified communications, and gamification, focusing on early-stage, small, and medium enterprises.

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.

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 has 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 2024 fiscal year; the Company's ability to obtain additional financing for continued operations on terms acceptable to the Company 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 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; r 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 2024.

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 that 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.