

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

Item 1: Name and Address of Company

Orthogonal Global Group 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 16, 2024 over AccessWire and filed on SEDAR+ on January 16, 2024 at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company entered into an agreement dated January 11, 2024 (the “Agreement”) to engage IBC Ventures Ltd. (“IBC”) to provide the Company with various marketing and advertisement services (the “Services”) over an initial term of three months.

Under the terms of the Agreement, the Company will pay IBC a monthly fee of USD \$15,000 for the Services rendered. Additionally, the Company has issued 111,000 restricted stock units to IBC as part of their overall compensation package.

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.

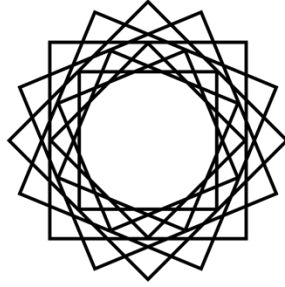
Item 8: Executive Officer

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@ortho.gg

Item 9: Date of Report

January 16, 2024



ORTHOGONAL GLOBAL GROUP

Orthogonal Global Group Engages IBC Ventures Ltd. for Marketing Services

Toronto, Ontario – January 16, 2024 – Orthogonal Global Group Inc. (“**Orthogonal**” or the “**Company**”) (CSE: OGG) (OTC Pink: OGGIF) (FSE: KZ2), a diversified investment company focused on furthering initiatives in the wellness, healthcare, AI, digital ownership, deep tech and fintech spaces, announces that it has entered into an agreement dated January 11, 2024 (the “**Agreement**”), to engage IBC Ventures Ltd. (“**IBC Ventures**”) to provide the Company with various marketing and advertisement services over an initial term of three months (the “**Initial Term**”).

IBC Ventures is a seasoned service provider offering a wealth of expertise encompassing advanced systems, techniques, methods, procedures, and practices in the realm of community growth hacking. Leveraging their comprehensive knowledge and skill set, IBC Ventures specializes in crafting distinctive viral giveaways powered by growth hacking strategies.

"Recognizing the pivotal role that a robust social network plays in amplifying brand awareness, Orthogonal is aligning with IBC Ventures to foster growth within its community, thereby enhancing visibility for both the Company and its projects," said David Nikzad, CEO and Co-Founder of Orthogonal. "We look forward to working with IBC Ventures and growing our audience in a natural and sustained way."

Services to be Provided by IBC Ventures

IBC Ventures, as the service provider, will deliver a comprehensive suite of promotional services across various platforms for the Company. Firstly, on [Mario Nawfal's X account](#), the Company will be featured as a Spotlight Roundtable Sponsor through an exclusive invitation to selected individuals or groups relevant to the project's audience. This will be complemented by a strategically timed 15-minute Ask-Me-Anything (AMA) style interview during the audience peak, providing a unique opportunity for direct interaction. Additionally, tweet promotion during the AMA segment will include a strategically placed link for customized traffic redirection. The same format extends to two Sponsorship slots on the Roundtable Twitter account, ensuring further visibility.

Furthermore, IBC Ventures commits to providing the Company with two Sponsorship slots for the Shark Tank event, integrating exclusive invitations, AMA-style interviews, and tweet promotions. IBC Ventures also agrees to feature the Company's project on its website, with details to be mutually determined.

Additionally, IBC Ventures commits to a minimum of four shoutouts and two tweets for the Company's project during various events. Shoutouts may take various forms, including verbal mentions, written acknowledgments, or other recognitions. The Company may also be mentioned

during Twitter Spaces events without direct participation. The specifics of shoutouts and Twitter Space mentions will be collaboratively agreed upon by both parties. In a goodwill gesture, IBC Ventures may invite Company representatives to participate in Breaking News events on an ad hoc basis. This comprehensive package underscores IBC Ventures' commitment to elevate the Company's visibility and engagement across diverse channels and events.

Under the terms of the Agreement, Orthogonal will pay IBC Ventures a monthly fee of USD \$15,000 (the “**Cash Consideration**”) for the marketing and advertisement services rendered. Additionally, the Company will issue 111,000 restricted stock units (“**RSUs**”) to IBC Ventures as part of their overall compensation package. The RSUs will vest in thirds over the Initial Term of the Agreement. Following the successful conclusion of the Initial Term, the Agreement shall continue on a month-to-month basis.

IBC Ventures owns shares and stock options of the Company. IBC Ventures contact person, address, email, and telephone number are as follows: Mario Nawfal (director), Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Republic of the Marshall Islands MH 96960, mario@marionawfal.com, +971 50 515 5848.

Visit Orthogonal's newly branded website at: www.orthoglobalgroup.com.

About Orthogonal Global Group

Orthogonal Global Group Inc. is a Utopian Asset Class focused on identifying, incubating, accelerating, and developing world-class projects and applications in wellness, healthcare and the decentralized web. As a diversified investment company, Orthogonal supports founders and entrepreneurs. The Company'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:

Orthogonal Global Group Inc.
David Nikzad
CEO and Co-Founder
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Email: investors@ortho.gg
Website: www.orthoglobalgroup.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, milestones and the potential outcomes from the retention of IBC Ventures to provide the Company with marketing and advertisement services.

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; 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.