

**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

March 7, 2024

Item 3: News Release

A news release was issued and disseminated on March 7, 2024 over GlobeNewswire and filed on SEDAR+ on March 7, 2024 at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced the appointment of Mrs. Mona Coyle to the board of directors (the “Board”), effective immediately.

The Company also announced the resignation of Mr. Mike Grantis from the Board, effective immediately.

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.

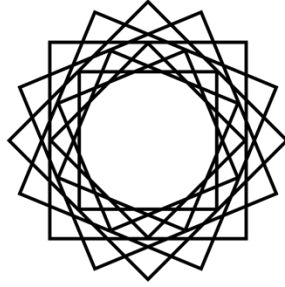
Item 8: Executive Officer

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

March 7, 2024



ORTHOGONAL GLOBAL GROUP

Orthogonal Global Group Announces the Appointment of Mona Coyle to the Board of Directors

Toronto, Ontario – March 7, 2024 – Orthogonal Global Group Inc. (“**Orthogonal**” or the “**Company**”) (CSE: [OGG](#)) (OTC Pink: [OGGIF](#)) (FSE: [8M9](#)), a global accelerator and public investment platform focused on furthering initiatives in the wellness, healthcare, AI, digital ownership, deep tech and fintech spaces is pleased to announce the appointment of Mrs. Mona Coyle to the board of directors (the “**Board**”), effective immediately.

Mrs. Coyle is a Registered Nurse with over a decade of ICU and clinical operations experience. She has more than 20 years in management and business development, including extensive experience in influencing strategic directions in healthcare. As a co-founder of a Regenerative Medicine clinic, she played a pivotal role in establishing and guiding the organization, emphasizing dynamic leadership and integrating clinical expertise with innovative approaches. Her dedication to fostering positive change reflects a commitment to merging medical excellence with strategic vision.

“We are excited to have Mrs. Coyle as the new independent director on the Company’s board of directors. With the convergence of AI, AR/VR and blockchain with health, wellness and longevity, Mona’s addition to the board provides deep insight and clinical experience for Orthogonal’s team in these industry intersections,” said David Nikzad, CEO and Co-Founder of Orthogonal.

The appointment of Mrs. Coyle follows the resignation of Mr. Mike Grantis from the Board, effective immediately. The Company would like to thank Mr. Grantis for his services and wishes him all the best in his future endeavours.

About Orthogonal Global Group

Orthogonal Global Group Inc. is a global accelerator, and public investment platform focused on accelerating and investing in the top companies and projects in disruptive industries. Orthogonal provides access to these groundbreaking companies and private projects in a public investment vehicle with liquidity and transparency. We believe it is in the Orthogonal intersection of wellness, healthcare, AI, tokenization, deep tech and fintech spaces that will move humanity towards a more utopian society.

Orthogonal remains focused on developing a Utopian Asset Class portfolio – a portfolio that provides investor returns and collectively bends the arc of humanity towards a utopian society through accelerating and investing in the top companies and projects in emerging industries.

For further information please contact:

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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 its development contained therein.

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 success of 4worlds as a metaverse universe and a DAO on the Bitcoin blockchain; the experience of Orthogonal's advisory board to oversee the project; 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.