

**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

June 15, 2024

Item 3 News Release

A news release dated June 11, 2024, was disseminated through the news dissemination services of Stockwatch, and filed on SEDAR+ (www.sedarplus.ca).

Item 4 Summary of Material Change

On June 11, 2024, the Company announced that Mr. James Henning has informed the Company that he will resign as Chief Financial Officer of the Company effective June 15, 2024. David Nikzad, current CEO, will serve as the Company’s Interim CFO effective June 15, 2024, while the Company undertakes a search for a permanent CFO.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On June 11, 2024, the Company announced that Mr. James Henning has informed the Company that he will resign as Chief Financial Officer of the Company effective June 15, 2024. David Nikzad, current CEO, will serve as the Company’s Interim CFO effective June 15, 2024, while the Company undertakes a search for a permanent CFO.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

David Nikzad
CEO and Director
Tel: 1-866-395-6989
E: investors@ortho.gg

Item 9 Date of Report

June 17, 2024