

FORM 51-102F3

MATERIAL CHANGE REPORT

ITEM 1. NAME AND ADDRESS OF COMPANY

AQUARIUS AI INC (the “Company”)
10TH Floor, 595 Howe Street
Vancouver, B.C. V6C 2T5

ITEM 2. DATE OF MATERIAL CHANGE

July 15, 2021

ITEM 3. NEWS RELEASE

The Company issued its material change release on July 15, 2021. The release was distributed through the facilities Newsfile Corp., as well as simultaneously posted on the Company’s website www.aquariusai.ca and on SEDAR www.sedar.com

ITEM 4. SUMMARY OF MATERIAL CHANGE

The Company announced the commencement of its shares trading on the CSE under the symbol AQUA effective July 15, 2021 and the subsequent delisting from the TSXV effective July 16, 2021. The Company also announced the acquisition of approximately 83% of the issued and outstanding common shares of Podkast Entertainment Corp.

ITEM 5.1 FULL DESCRIPTION OF MATERIAL CHANGE

Vancouver, BC – Aquarius AI Inc. (the “Company” or “Aquarius”) is pleased to announce that its common shares (“Common Shares”) have commenced trading on the Canadian Securities Exchange (the “CSE”) under the symbol “AQUA” effective July 15, 2021. The Company notes that its Common Shares will cease to trade on the TSX Venture Exchange effective end of trading on July 16, 2021.

The Company is also pleased to announce that it has acquired (the “Acquisition”) approximately 83% of the issued and outstanding common shares of Podkast Entertainment Corp. (“Podkast”) in exchange for 28,558,250 Common Shares, representing approximately 36% of the Common Shares that are issued and outstanding as of closing of the Acquisition. The Company notes that it will voluntarily file a *Business Acquisition Report* (“BAR”) in respect of the Acquisition, and notes further that all of the Common Shares issued in connection with the Acquisition are subject to escrow trading restrictions which will lift upon filing of the BAR.

About Podkast Entertainment Corp.

Podkast owns exclusive contracts to create podcasts and NFT content with respect to several well known celebrities in various verticals, including sports, media, entertainment, music and lifestyle. In addition, Podkast has in place a robust pipeline of future talent. Podkast’s website can be found at <https://www.podkast.com>.

Podkast is also contracted to supply the Kid Carson Morning Show to Vancouver-based Z95.3FM radio station, which is owned by Stingray Media Group (TSX: RAY.A).

ITEM 5.2 DISCLOSURE FOR RESTRUCTURING TRANSACTION

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

Contact: Jesse Dylan, Executive Chair
Telephone: 604-341-8300

ITEM 9. DATE OF REPORT

July 19, 2021