

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

**1. Name and Address of Company**

Aquarius AI Inc. (the “Company”)  
10<sup>th</sup> Floor, 595 Howe Street  
Vancouver, B.C. V6C 2T5

**2. Date of Material Change**

May 2, 2022

**3. News Release**

A news release with respect to the material change referred to in this report was disseminated on May 2, 2022 and filed on the system for electronic document analysis and retrieval (SEDAR).

**4. Summary of Material Change**

On May 2, 2022, the Company announced that it has missed the deadline (the “**Filing Deadline**”) of May 2, 2022 to file the Company’s audited annual financial statements and management discussion & analysis for the financial years ended December 31, 2021 and 2020, and the corresponding CEO and CFO certificates, all as required by National Instrument 51-102 - *Continuous Disclosure Obligations* and National Instrument 52-109 - *Certifications of Disclosure in Issuers’ Annual and Interim Filings* (collectively, the “**Documents**”).

Accordingly, the Company has informed staff of the British Columbia Securities Commission (“**BCSC**”) about its delay in filing the Documents and has applied for and received a Management Cease Trade Order (“**MCTO**”) from the BCSC pursuant to Part 4 of National Policy 12-203 - *Management Cease Trade Order* (“**NP 12-203**”), pending the filing of the Documents, which MCTO prohibits the Company’s management from trading in the securities of the Company until such time as the Documents are filed.

**5. Full Description of Material Change**

**5.1 Full Description of Material Change**

On May 2, 2022, the Company announced that it has missed the Filing Deadline to file the Documents.

The delay is due to the Company’s auditors requiring additional time to complete their audit of the annual financial statements for the financial years ended December 31, 2021 and 2020. Accordingly, the Company has informed staff of the BCSC about its delay in filing the Documents and has applied for and received a MCTO from the BCSC pursuant to Part 4 of NP 12-203, pending the filing of the Documents, which MCTO prohibits the Company’s management from trading in the securities of the Company until such time as the Documents are filed.

During the period of default and until the filing of the Documents, the Company intends to satisfy the provisions of the “alternative information guidelines” as set out in NP 12-203, including the requirement to file bi-weekly status reports in the form of news releases containing prescribed updating information. The Company intends to work diligently and expeditiously with its auditors and expects to file the Documents by June 15, 2022.

Until the Company has filed the Documents, members of the Company’s management and other insiders are subject to an insider trading black-out. The Company confirms that, other than as disclosed in prior press releases and material change reports, there have been no material business developments since the filing of the Company’s latest interim financial report.

The Company is not currently subject to any insolvency proceedings. If the Company provides any information to any of its creditors during the period in which it is in default of filing the Documents, the Company confirms that it will also file material change reports on SEDAR containing such information as is required.

## **5.2 Disclosure for Restructuring Transactions**

Not applicable.

## **6. Reliance on Subsection 7.1(2) of Regulation 51-102**

Not applicable.

## **7. Omitted Information**

Not applicable.

## **8. Executive Officer**

For additional information, please contact Jesse Dylan, Executive Chair of the Company, at (604) 265-7511.

## **9. Date of Report**

May 2, 2022

### *Forward-Looking Statements*

*Certain statements contained in this report constitute “forward-looking information” as such term is defined in applicable Canadian securities legislation. The words “may”, “would”, “could”, “should”, “potential”, “will”, “seek”, “intend”, “plan”, “anticipate”, “believe”, “estimate”, “expect” and similar expressions as they relate to the Company, including statements with respect to the MCTO in respect of the Company, are intended to identify forward-looking information. All statements other than statements of historical fact may be forward-looking information. Such statements reflect the Company's current views and intentions with respect to future events, and current information available to the Company, and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements that may be expressed or implied by such forward-looking information to vary from those described herein should one or more of these risks or uncertainties materialize. Examples of such risk factors include, without limitation: credit; market (including equity, commodity, foreign exchange and interest rate); liquidity; operational (including technology and infrastructure); reputational; insurance; strategic; regulatory; legal; environmental; capital adequacy; the general business and economic conditions in the regions in which the Company operates; the ability of the Company to execute on key priorities, including the successful completion of acquisitions, business retention, and strategic plans and to attract, develop and retain key executives; difficulty integrating newly acquired businesses; the ability to implement business strategies and pursue business opportunities; disruptions in or attacks (including cyber-attacks) on the Company's information technology, internet, network access or other voice or data communications systems or services; the evolution of various types of fraud or other criminal behavior to which the Company is exposed; the failure of third parties to comply with their obligations to the Company or its affiliates; the impact of new and changes to, or application of, current laws and regulations; decline of reimbursement rates; a novel business model; dependence on key suppliers; the overall difficult litigation environment; increased competition; increased funding costs and market volatility due to market illiquidity and competition for funding; the availability of funds and resources to pursue operations; critical accounting estimates and changes to accounting standards, policies, and methods used by the Company; the occurrence of natural and unnatural catastrophic events and claims resulting from such events; and risks related to COVID-19 including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, quarantines, self-isolations, shelters-in-place and social distancing, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession; as well as those risk factors discussed or referred to in the Company's disclosure documents filed with the securities*

*regulatory authorities in certain provinces of Canada and available at [www.sedar.com](http://www.sedar.com). Should any factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Any such forward-looking information is expressly qualified in its entirety by this cautionary statement. Moreover, the Company does not assume responsibility for the accuracy or completeness of such forward-looking information. The forward-looking information included in this report is made as of the date of this report and the Company undertakes no obligation to publicly update or revise any forward-looking information, other than as required by applicable law.*