

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

**Item 1            Name and Address of Company**

Liquid Avatar Technologies Inc. (the "**Company**")  
7030 Woodbine Avenue, Suite 500  
Markham, Ontario L3R 6G2

**Item 2            Date of Material Change**

July 15, 2022

**Item 3            News Release**

A news release in respect of the material change was disseminated through the facilities of Accesswire on July 15, 2022 and subsequently filed on SEDAR.

**Item 4            Summary of Material Change**

On July 15, 2022, the Company closed the first tranche of its non-brokered private placement of units ("**Units**") for gross proceeds of approximately \$915,700 (the "**Private Placement**").

**Item 5            Full Description of Material Change**

On July 15, 2022, the Company closed the first tranche of its Private Placement for gross proceeds of approximately \$915,700, previously announced on June 24, 2022. A total of 18,314,000 Units were issued at a purchase price of \$0.05 per Unit, with each Unit comprised of one common share of the Company (a "**Common Share**") and one Common Share purchase warrant (a "**Warrant**"). Each Warrant is exercisable to acquire one Common Share (a "**Warrant Share**") at an exercise price of \$0.10 per Warrant Share for a period of 36 months from the date of closing. The Units will have a hold period of four months and one day from the applicable closing.

In connection with the Private Placement, the Company paid finder's fees in the aggregate sum of \$10,815 and issued 216,300 finder's warrants (the "**Finder's Warrants**") to certain eligible finders. Each Finder's Warrant entitles the holder to purchase one Common Share at an exercise price equal to \$0.10 per Share at any time up to 36 months following the closing.

**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**

Lynn Cumiskey  
Chief Compliance Officer  
lynn.cumiskey@liquidavatar.com  
647 725-7742

**Item 9            Date of Report**

July 25, 2022