

Form 51-102F3

Material Change Report

Item 1 Name and Address of Issuer

Looking Glass Labs Ltd. (formerly BluKnight Aquafarms Inc.) (the “**Issuer**”)
810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

February 25, 2022

Item 3 News Release

The news release was disseminated through Globe Newswire on February 25, 2022 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Issuer announced that it issued 2,592,205 common shares at a deemed price of approximately \$0.755 per share (each a “**Milestone Share**”) pursuant to a definitive share exchange agreement that was previously announced on September 30, 2021, whereby the Issuer acquired 100 percent of the issued and outstanding securities of HOK Technologies Inc. (d/b/a House of Kibaa) (“**HoK**”). The Milestone Shares were earned by the vendors as a result of HoK achieving a pre-determined revenue related milestone for the calendar year ended December 31, 2021. The Milestone Shares are subject to an escrow agreement dated December 16, 2021 for a period of 18 months from the listing of the Issuer’s common shares on the NEO Exchange.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the attached news release.

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

Dorian Banks, Chief Executive Officer
Business Telephone: 604-687-2038

Item 9 Date of Report

February 28, 2022

LOOKINGGLASSLABS

NEWS RELEASE

Looking Glass Labs' "GenZeroes" Live-Action NFT Series Featured Again in Deadline Hollywood as More Cast Members Added

In its Second Article About the GenZeroes Series in Two Months, Deadline Announced Several New Hollywood Actors Becoming Part of the Cast, including Paul Wight and actors from "The 100" and "Battlestar Galactica"

Vancouver, British Columbia – February 25, 2022 / Cision / – Looking Glass Labs Ltd. ("LGL" or the "Company") (NEO: NFTX) (FRA: H1N), a leading Web3 platform specializing in non-fungible token ("NFT") architecture, immersive metaverse environments, play-to-earn tokenization, and virtual asset royalty streams, is pleased to announce that Deadline Hollywood ("**Deadline**") has published a second article (the "**Second Article**") covering the upcoming GenZeroes live-action NFT-based series (the "**GenZeroes Series**"), which is currently being produced by LGL's subsidiary GenZeroes Productions Inc. ("GZP"). Published on February 23, 2022, the Second Article announced the addition of five new cast members to the GenZeroes Series that are well-known Hollywood personalities who complement the existing award-winning cast and crew:

Name	Capacity	Past Works
Paul Wight (IMDB)	Actor/Producer	"The Big Show" (WWE), <i>AEW Dark: Elevation</i>
Richard Harmon (IMDB)	Actor	<i>The 100</i>
Kandyse McClure (IMDB)	Actor	<i>Battlestar Galactica</i>
Tahmoh Penikett (IMDB)	Actor	<i>Battlestar Galactica</i>
Bethany Brown (IMDB)	Actor	<i>The 100</i>

Previously, the Company announced that Aleks Paunovic (co-star of the first feature-length Hollywood film released as an NFT) as well as Matt Venables and Jeremy Smith (award-winning writers of *Van Helsing*) will executive-produce the GenZeroes Series. The February 23, 2022 Deadline article announced the cast and crew additions listed below, along with their respective capacities in the GenZeroes Series and their past works.

The first episodes of the GenZeroes Series will be released early in the second quarter of 2022, with the tenth and final episode of the inaugural season expected to be aired during the San Diego Comic-Con International convention scheduled between July 21-24, 2022. At least 30 NFT issuances (otherwise known as 'drops') will be scheduled in connection with the GenZeroes Series to provide fans with unique engagement opportunities.

The Company views this sustained coverage of its business activities in legacy publications is being indicative of its position as a leading innovator and creative force in the NFT and metaverse industries. The Second Article can be accessed via the following link: <https://deadline.com/2022/02/big-show-paul-wight-richard-harmon-100-genzeroes-nft-series-1234957919/>

Management Commentary

Dorian Banks, Chief Executive Officer of LGL said, "In 2022, I believe that we will start to see NFTs being introduced to several aspects of our everyday lives, with the entertainment being no exception. While the intersection between the moving image and NFTs is not necessarily new, it was virtually unknown outside of the cryptocurrency and blockchain space until recently. As well-known Hollywood figures continue to join the cast and crew of the GenZeroes Series, the NFT-driven approach to producing and distributing original media is receiving unprecedented validation in many different ways. We are pleased to be at the forefront of the first NFT-based live-action series and it is wonderful that prominent industry publications such as Deadline are continuing to cover LGL's latest developments."

Corporate Update

The Company also announces that, pursuant to the definitive share exchange agreement (the "**Definitive Agreement**") that was previously announced on September 30, 2021 whereby the Company acquired 100 percent of the issued and outstanding securities of HOK Technologies Inc. d/b/a House of Kibaa ("**HoK**"), the Company has issued an additional 2,592,205 common shares (each a "**Milestone Share**") at a deemed price of approximately \$0.77 per Milestone Share to the original vendors of HoK. The Milestone Shares were earned by the vendors and issued as a result of HoK achieving a pre-determined revenue related milestone for the calendar year ended December 31, 2021. The Milestone Shares are subject to a *National Instrument 46-201* escrow agreement dated December 16, 2021 for a period of 18 months from the listing of the Company's common shares on the Neo Exchange.

ABOUT LOOKING GLASS LABS

Headquartered in Vancouver, British Columbia, Looking Glass Labs ("LGL") is a Web3 platform specializing in non-fungible token ("NFT") architecture, immersive metaverse environments, play-to-earn tokenization and virtual asset royalty streams. Its leading brand, House of Kibaa ("**HoK**"), designs and curates a next generation metaverse for 3D assets, which allows functional art and collectibles to exist simultaneously across different NFT blockchain environments. HoK has successfully released digital assets to include GenZeroes, which sold out in just 37 minutes for total proceeds to LGL of CAD 6.2 million, in addition to a perpetual 5% royalty stream on secondary market sales. HoK plans to launch a hyper-realistic metaverse built on the latest version of Unreal Engine in 2022.

On behalf of **LOOKING GLASS LABS LTD.**

"Dorian Banks"

Dorian Banks, Chief Executive Officer

Twitter: [@DorianBanks](https://twitter.com/DorianBanks)

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Forward-Looking Information

This news release contains “forward-looking statements.” Statements in this news release that are not purely historical are forward-looking statements and include any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such forward-looking statements include, among other things: the Company's goal to become the leading digital studio specializing in NFT architecture, immersive metaverse design and virtual asset display monetization streams; intention to build out a portfolio of perpetual NFT royalty streams through collaborations, accretive acquisitions and other arrangements, to potentially result in consistent, de-risked and passive revenue; and the near-term projects and future projects planned for the Development Division as referenced in this news release.

The material assumptions supporting these forward-looking statements include, among others, that: the Company could mitigate the risks associated with the blockchain and NFT industry; the ability to compete with other businesses in the NFT market; and the availability of sufficient funding to carry out the Company's business development plans.

Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. These forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: the continued growth and adoption of NFT and metaverse offerings by consumers; the cost of developing and designing NFTs and metaverses is economically viable; the Company being able to attract and retain a sufficient workforce with desired skillsets to develop the Company's NFT and metaverse offerings; the availability of offerings provided by third-parties in the NFT, metaverse development and online gaming market to identify potential transactions; the increasing adoption of NFTs as a solution for various online gaming, entertainment and collectible uses; the Company having the ability to mitigate the risks associated with the blockchain and NFT industry; and the ability to compete with other businesses in the NFT, metaverse development, content creation and collectibles market.

Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. These forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, including: the risk that the Company's offerings are not accepted by the consumer, the risk that other competitors may offer similar digital offerings; the risk that there may be negative changes in general economic and business conditions; the risk that the Company may have negative operating cash flow and not enough capital to complete the development of any of its technologies; the risk that the Company may not be able to obtain additional financing as necessary; the risk that there may be increases in capital and operating costs; the risk that the NFT technology may be subject to fraud and other failures; the risk that there may be technological changes and developments in the blockchain that make the NFT solutions obsolete; risks relating to regulatory changes or actions which may impede the development or operation of the blockchain solutions; the risk that other competitors may release similar blockchain offerings; the potential future unviability of the NFT market in general; the volatile cost of the amount of computational effort required to execute specific operations on the blockchain, and other general risks involved in the blockchain solutions.

Risks and uncertainties about the Company's business are more fully discussed in the Company's disclosure materials, including its reports filed with the Canadian securities regulators and which can be obtained from www.sedar.com.

Any of these risks may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Further, although the Company has attempted to identify

factors that could cause actual results, levels of activity, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause results, levels of activity, performance or achievements not to be as anticipated, estimated or intended. These forward-looking statements are made as of the date of this news release, and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by applicable law, including the securities laws of the United States and Canada. Although the Company believes that any beliefs, plans, expectations and intentions contained in this news release are reasonable, there can be no assurance that any such beliefs, plans, expectations or intentions will prove to be accurate. The Company does not assume any liability for disclosure relating to any other company mentioned herein.

SOURCE: LOOKING GLASS LABS LTD.