

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

September 8, 2022

Item 3 News Release

The news release was disseminated through Globe Newswire on September 8, 2022 and subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Issuer announced that it had completed the acquisition of 100% of Web 3.0 Holdings Corp.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On September 8, 2022, the Issuer reported that it had completed the acquisition of 100% of Web 3.0 Holdings Corp. (the "**Acquisition**"). As consideration for the Acquisition, the Issuer issued an aggregate 13,979,500 common shares of the Company (the "**Consideration Shares**") at a deemed price of \$0.15 per Consideration Share. The Acquisition is an arm's-length transaction and is being completed pursuant to Section 2.16 of the National Instrument – Prospectus Exemptions, also known as the take-over bid prospectus exemption.

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

October 26, 2022