

**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**

December 29, 2022

**Item 3 News Release**

The news release was disseminated through Cision Newswire on December 29, 2022 and subsequently filed on SEDAR.

**Item 4 Summary of Material Change**

The Issuer announced the resignation of Carl Chow from its board of directors.

The Issuer announced the appointment of Lucas Russell-Stemshorn to the board of directors in place of Carl Chow.

For more information on the appointment of Lucas Russell-Stemshorn and resignation of Carl Chow, please see the Company’s news release dated December 29, 2022 filed under the Issuer’s profile on SEDAR.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

A full description of the material change is described above in Item 4 and in the News Release dated December 29, 2022 filed on SEDAR at [www.sedar.com](http://www.sedar.com).

**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**

December 29, 2022