

**Form 51-102F3**

***Material Change Report***

**Item 1 Name and Address of Issuer**

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

**Item 2 Date of Material Change**

October 17, 2023

**Item 3 News Release**

The news releases were disseminated through GlobeNewswire on October 17, 2023 and was subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

The Issuer announced the resignation of Lucas Stemshorn-Russell from its board of directors.

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

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Issuer announced the resignation of Lucas Stemshorn-Russell from its board of directors. In his place, the Issuer announced the appointment of Armita Jalooli as an independent director to the board of directors with immediate effect.

Ms. Jalooli is experienced in tokenomics, technical research in the cryptocurrency, blockchain and theoretical particle physics. She was the CEO and co-founder of a start-up that was acquired in less than one year of operation. She holds two master’s degrees from world-class universities, including Business Management from the Schulich School of Business and Computer Engineering from University of Toronto in Ontario. She specialises in the intersection of machine learning and finance and has received multiple top scholarships throughout her education. She advises start-ups with their strategies and business proposals.

Ms. Jalooli currently does not own any Common Shares of the Company.

**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 17, 2023