

Form 51-102F3

Material Change Report

Item 1 Name and Address of Issuer

Looking Glass Labs Ltd. (the “**Issuer**”)
1890 – 1075 West Georgia Street
Vancouver, BC V6E 3C9

Item 2 Date of Material Change

February 06, 2024

Item 3 News Release

The news releases were disseminated through GlobeNewswire on February 06, 2024 and February 08, 2024 and was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Issuer announced the signing and closing of a definitive agreement (the “**Agreement**”) to acquire the climate and artificial intelligence (AI) web3 assets (the “**Purchased Assets**”) of Bot Media Corp. (“**Bot Media**” or the “**Vendor**”) for purchase price of \$765,000, payable through the issuance of 3,060,000 common shares of the Company (the “**Consideration Shares**”) at a deemed price of \$0.25 per Consideration Share.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Issuer announced the signing and closing of the Agreement to acquire the Purchased Assets of Bot Media for purchase price of \$765,000, payable through the issuance of 3,060,000 Consideration Shares at a deemed price of \$0.25 per Consideration Share.

Under the terms of the Agreement, 3,060,000 Consideration Shares have been issued at the time of closing at a deemed price of \$0.25 per Consideration Share (the “**Closing**”). The Company intends to utilize Section 2.12 of the National Instrument – Prospectus Exemption, also referred to as the asset acquisition prospectus exemption, for the issuance of the Consideration Shares. The securities issued pursuant to the Agreement have statutory hold period in accordance with applicable securities laws which will expire on June 9, 2024.

The acquisition includes carbon.bot (“**CarbonBot**”) and climate.bot (“**ClimateBot**”). CarbonBot is an innovative digital platform that tracks news related to climate-focused companies and generates articles using AI, incorporating capabilities of ChatGPT. Developed by the Vendor, CarbonBot acts as a real-time news aggregator in the environmental sustainability sector, leveraging Large Language Models like ChatGPT to summarize and disseminate articles from its network. ClimateBot is a web based digital tool offering a range of calculators to evaluate various environmental impacts, focusing on carbon footprint assessments. It enables users to take direct action towards remediation, such as carbon offsetting through tree planting initiatives.

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

James Henning, Director
Business Telephone: 604-687-2038

Item 9 Date of Report

February 08, 2024