

**Form 51-102F3**

***Material Change Report***

**Item 1 Name and Address of Issuer**

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

**Item 2 Date of Material Change**

June 13, 2024

**Item 3 News Release**

The news releases were disseminated through TheNewswire on June 13, 2024 and was subsequently filed on SEDAR+.

**Item 4 Summary of Material Change**

The Issuer announced the appointment of Mr. Guy Bourgeois as an independent director of the Issuer, with immediate effect.

The Issuer also announced the resignation of Ms. Armita Jalooli from the board of directors of the Issuer, with immediate effect.

**Item 5 Full Description of Material Change**

**5.1 Full Description of Material Change**

The Issuer announced the appointment of Mr. Guy Bourgeois as an independent director of the Company, with immediate effect.

Mr. Bourgeois has served as an owner, investor, advisor, or board member in dozens of innovative companies over the past 30 years. He is skilled in raising capital, obtaining government grants, expanding global business development and creating smart business strategies. He is a seasoned professional with decades of broad expertise centered around commercial growth and innovative/disruptive technological developments.

The Issuer also announced the resignation of Ms. Armita Jalooli as a director of the Company, with immediate effect.

**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**

Natasha Ingram, Chief Executive Officer  
Business Telephone: 604-687-2038

**Item 9**

**Date of Report**

June 13, 2024