**FORM 51-102F3**
*Material Change Report*

**Item 1:    Name and Address of Company**

Perk Labs Inc. (the "**Company**" or "**Perk**")
997 Seymour St. – Suite 250
Vancouver, BC V6B 3M1

**Item 2:   Date of Material Change**

September 18 and September 28, 2023

**Item 3:   News Release**

The news release attached as Exhibit "A" hereto was issued and disseminated by Accesswire and filed on SEDAR ([www.sedar.com](www.sedar.com)) on September 28, 2023

**Item 4:   Summary of Material Change**

On September 18, 2023, the Company closed a non-brokered private placement of convertible debentures and on September 28, 2023, the Issuer closed a non-brokered private placement of units.

**Item 5:   Full Description of Material Change**

On September 18, 2023, the Company closed a non-brokered private placement of convertible debentures ("**Debentures**") for gross proceeds of $450,000 (the "**Debenture Offering**"). The Debentures mature one year from the date of issuance and bear interest at a rate of 15% per annum.   The Debentures are convertible into common shares of the Company ("**Common Shares**") at a conversion price of $0.05 per Common Share.

In connection with the Debenture Offering, a debenture of $178,000 was acquired by a "related party" of the Company (as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**")) as set out below (the "**Interested Subscribers**"):

| Related Party | Position | Amount of Debenture | Pre-Acquisition Ownership of the Company | Post-Acquisition Ownership of the Company (assuming full conversion of the Debentures) |
|---|---|---|---|---|
| B. Rogic | Director of Subsidiary | $178,000 | 13.0% | 13.7 % |

The acquisition of Debentures by the Interested Subscriber constituted a "related party transaction" within the meaning of MI 61-101. The Company relied on an exemption from the formal valuation approval requirements of MI 61-101, as no securities of the Company are listed or quoted on specified markets, and an exemption from the minority approval requirements of MI 61-101, as the fair market value of the participation in the Offering by the Interested Subscriber did not exceed 25% of the Company's market capitalization.

To the knowledge of the Company or any director or senior officer of the Company, after reasonable inquiry, no "prior valuations" (as defined in MI 61-101) in respect of the Company that relate to the Debenture Offering, or are relevant to the Debenture Offering, have been prepared within 24 months preceding the date hereof.

All of the terms and conditions of the Debenture Offering were reviewed and unanimously approved by the board of directors of the Company on June 28, 2023, August 8, 2023, September 14, 2023 and September 28, 2023.

On September 28, 2023, the Company closed a non-brokered private placement (the "**Unit Offering**" and, together with the Debenture Offering, the "**Private Placements**") by the issuance of 2,562,500 units at an issue price of CAD $0.016 per unit (the "**Unit**"), with each Unit consisting of one Common Share and one Common Share purchase warrant. Each warrant entitles the holder to acquire one additional Common Share at a price of $0.05 for a period of 24 months.

In addition, the Company also entered into a Debt Settlement Agreement with an arms-length creditor (the "**Creditor**") for the settlement of a total of $20,000 debt in consulting and design services provided by the Creditor to the Company. In settlement and full satisfaction of the debt in the amount of $20,000, the Company issued 1,250,000 Units to the Creditor.

All securities issued pursuant to the Private Placements are subject to a statutory hold period of four months and one day following the Closing. The net proceeds from the Private Placements will be used for sales and marketing and for working capital.

The full news release is attached as Exhibit "A".

**Item 6:**    **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7:**    **Omitted Information**

None

**Item 8:**    **Executive Officer**

Ryan Hardy, CEO and a Director
Telephone: 1-855-288-6044

**Item 9:**    **Date of Report**

September 28, 2023