

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

April 24, 2024

Item 3: News Release

The news release attached as Exhibit “A” hereto was issued and disseminated by Accesswire and filed on SEDAR+ (www.sedarplus.ca) on April 25, 2024

Item 4: Summary of Material Change

On April 24, 2024, the Company closed non-brokered private placements of units and convertible debentures.

Item 5: Full Description of Material Change

On April 24, 2024, the Company closed a non-brokered private placement (the “**Unit Offering**” and, together with the Debenture Offering, the “**Private Placements**”) by the issuance of 78,900,000 units at an issue price of CAD \$0.01 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 connection with the Unit Offering, a unit of \$73,000 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	Pre-Acquisition Ownership of the Company	Post-Acquisition Ownership of the Company (assuming full conversion of the Warrants)
B. Rogic	Director of Subsidiary	\$73,000	12.9%	13.6%

The acquisition of Units 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.

On April 24, 2024, the Company also closed a non-brokered private placement of convertible debentures (“**Debentures**”) for gross proceeds of \$25,000 (the “**Debenture Offering**”). The Debentures mature two years 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.

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 October 27, 2023, and April 24, 2024.

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: 1-833 338-0299

Item 9: Date of Report

May 2, 2024



Perk Labs Announces Closing of Non-Brokered Private Placements

Vancouver, Canada / April 25, 2024 / [Perk Labs Inc.](#) (CSE:PERK) (OTCPINK:PKLBF) (FKT:PKLB) ("Perk" or the "Company"), announced that it has closed its non-brokered private placements of units and convertible debentures.

Private Placement of Units

The Company closed a non-brokered private placement of 78,900,000 units ("Units") at a price of \$0.01 per Unit for gross proceeds of CAD \$789,000. Each Unit consists of one common share of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"). Each Warrant will entitle the holder to purchase one additional Common Share at a price of \$0.05 per Common Share for a period of 24 months from the closing.

Private Placement of Convertible Debentures

Perk Labs also announced that it closed a non-brokered private placement of convertible debentures ("**Debentures**") for gross proceeds of \$25,000. The Debentures mature two years from the date of issuance and bear interest at a rate of 15% per annum. The Debentures are convertible into Common Shares at a conversion price of \$0.05 per Common Share, subject to the terms and conditions set forth in the specific Debenture agreement.

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 general working capital purposes, accounts payable, and employee salaries.

In connection with the private placements, B. Rogic, a "related party" of the Company (as defined in Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), acquired \$73,000 of Units. The acquisition of Units by Mr. Rogic constituted a "related party transaction" within the meaning of MI 61-101. The Company relied on an exemption from the formal valuation 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 private placement by Mr. Rogic did not exceed 25% of the Company's market capitalization.

About Perk Labs Inc.

Perk Labs Inc., (CSE: PERK) (OTCPINK: PKLBF) (FKT: PKLB), the owner of Getit Technologies Inc. and Perk Hero Software Inc. ("Perk Labs"), provides innovative mobile ordering and payment systems, allowing customers the ability to scan a QR code or NFC sticker to order and pay for their purchases directly from their phone. Perk Labs specializes in providing a single unified payment interface for complex purchase environments – environments that have multiple retailers processing an array of different transactions, including food and beverage purchases, merchandise sales, ticketing, registrations, donations, parking fees, and service payments. Perk Labs provides a custom-branded solution that is ideal for multi-transaction brands such as stadiums and arenas, university and college campuses, conference centers, hotels and resorts, festivals and events, and professional service companies.

For more information, contact:

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CEO

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Neither the Canadian Securities Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This press release contains forward-looking information or forward-looking statements (collectively “forward-looking information”) within the meaning of applicable securities laws. Forward-looking information is typically identified by words such as: “may”, “believe”, “thinks”, “expect”, “exploring”, “expand”, “could”, “anticipate”, “intend”, “estimate”, “plan”, “pursue”, “potentially”, “projected”, “should”, “will” and similar expressions, or are those, which, by their nature, refer to future events. These forward-looking statements, which involve risks and uncertainties, relate to, among other things, the discussion of the Company’s business strategies and its expectations concerning future operations, and expectations of future revenues for the Company. Although the Company considers these forward-looking statements to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. The Company cautions investors that any forward-looking information provided by the Company is not a guarantee of future results or performance, and that actual results may differ materially from those in forward-looking statements. Undue reliance should not be placed on such forward-looking information, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.

SOURCE: Perk Labs Inc.