

FORM 51-102F3
Material Change Report

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

July 5, 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 July 15, 2024.

Item 4: Summary of Material Change

The Company announced that its principal regulator, the British Columbia Securities Commission, issued a failure to file cease trade order ("FFCTO") against the Company, in accordance with Multilateral Instrument 11-103 *Failure-to-File Cease Trade Orders in Multiple Jurisdictions*. The Canadian Securities Exchange (the "CSE") has suspended trading in the Company's securities as a result of the FFCTO.

The FFCTO was issued due to a delay in the filing of the Company's annual financial statements and accompanying management's discussion and analysis for the fiscal year ended November 30, 2023 (the "Annual Filings"), which were due on April 1, 2024.

Item 5: Full Description of Material Change

The Annual Filings delay is a result of complexities arising from the Company's merger in 2023 as well as delays due to resources and timing which led to a late start by the Company's new auditors. The audit is well under way and the Annual Filings and subsequent quarterly filings will be filed as soon as possible.

The FFCTO will remain in place until such time as the Annual Filings and all continuous disclosure requirements have been filed and the Company receives an order from the BCSC revoking the FFCTO.

The Company continues to operate normally and does not expect any interruption to its operations during the FFCTO.

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

July 15, 2024



Perk Labs Inc. Announces Failure to File Cease Trade Order and Provides a Corporate Update

Vancouver, Canada / July 15, 2024 / [Perk Labs Inc.](#) (CSE:PERK) (OTCPINK:PKLBF) (FKT:PKLB) ("Perk" or the "Company"), announces that on July 5, 2024 its principal regulator, the British Columbia Securities Commission (the "BCSC"), issued a "failure to file" cease trade order ("FFCTO"), in accordance with Multilateral Instrument 11-103 *Failure-to-File Cease Trade Orders in Multiple Jurisdictions*. The Canadian Securities Exchange (the "CSE") has suspended trading in the Company's securities as a result of the FFCTO.

The FFCTO was issued as a result of the Company's delay in filing its audited annual financial statements and accompanying management's discussion and analysis for the fiscal year ended November 30, 2023 (the "Annual Filings"), which were due on April 1, 2024 in accordance with Canadian securities laws.

Despite the FFCTO, a beneficial holder of a security of the Company who is not, and was not as of the date of the CTO, an insider or control person of the Company may sell securities of the Company acquired before the date of the FFCTO if: (a) the sale is made through a "foreign organized regulated market", as defined in section 1.1 of the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada; and (b) the sale is made through an investment dealer registered in a jurisdiction of Canada in accordance with applicable securities legislation. Holders of the Company's securities are urged to consult with their own investment advisors or legal counsel about the implications of the FFCTO.

As previously disclosed, the Annual Filings delay is a result of complexities arising from the Company's merger in 2023 as well as delays due to resources and timing which led to a late start by the Company's new auditors. The Company regrets this delay in filing and the inconvenience to shareholders. The audit is well under way and the Annual Filings and subsequent quarterly filings will be filed as soon as possible. The FFCTO will remain in place until such time as the Annual Filings and all continuous disclosure requirements have been filed and the Company receives an order from the BCSC revoking the FFCTO. The Company will make further announcements with respect to the status of the Annual Filings and the FFCTO as and when appropriate.

Corporate Update

The Company continues to operate normally and does not expect any interruption to its operations during the FFCTO.

"We are expanding our services to meet the continuing demand for our products and to provide solutions for existing and future clients. We have an ambitious vision, and we look forward to resolving our regulatory delays and moving forward with our growth strategy", said Ryan Hardy, CEO of Perk.

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:

Ryan Hardy

CEO

(833) 338-0299

investors@getittechnologies.io

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 may contain 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.