

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 Name and Address of Company

Alpha Metaverse Technologies Inc. (the “Company”)
1930 - 1177 West Hastings Street
Vancouver, BC, V6E 4T5

Item 2 Date of Material Change

June 21, 2022

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Globe Newswire on June 21, 2022, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

On June 21, 2022, the Company announced it has signed a partnership with GEMS Technology LTD to utilize Alpha’s Gaming as a Service, Mana.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

On June 21, 2022, the Company announced it has signed a partnership with GEMS Technology LTD (“GEMS”) to utilize Alpha’s Gaming as a Service (“GaaS”), Mana.

Alpha’s GaaS, Mana, offers a fully customizable white label tournament engine that allows organizations and brands to launch their own gaming platforms without having to fund technological or backend systems. Mana fully supports Web3 assets such as cryptocurrencies and “Play 2 Earn” games. Mana provides the technology, the backend, reporting, and more while organizations and brands will own the customer experience in their app and/or website. Mana allows the Company to provide gaming content on a continuous revenue model.

5.2 Disclosure for Restructuring Transactions

Not applicable.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

There are no significant facts required to be disclosed herein which have been omitted.

Item 8 Executive Officer

The name and business number of the executive officer of the Company who is knowledgeable of the material change and this report is:

Eli Dusenbury, Chief Financial Officer
Telephone: 604-359-1256

Item 9 Date of Report

June 23, 2022