

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Level 14 Ventures Ltd. (the "Company" or "Level 14")
1400 – 400 Burrard Street
Vancouver, BC V6C 3A6

2. Date of Material Change(s):

April 30, 2021

3. News Release:

A news release relating to the material change described herein was released via the facilities of Stockwatch and Baystreet.

4. Summary of Material Change(s):

Level 14 announced that it completed a non-brokered private placement of units of Level 14.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Private Placement

On April 30, 2021, the Company completed a non-brokered private placement of units (the "Units") of Level 14 (the "Offering"). The Company issued 18,546,000 Units at a price of \$0.055 per Unit for aggregate gross proceeds of \$1,020,030 with each Unit comprised of one (1) common share ("Common Share") and one (1) share purchase warrant ("Warrant") of Level 14. Each whole Warrant entitles the holder thereof to purchase one additional Common Share at a price of \$0.10 per share expiring five (5) years from the date of issuance.

The Company paid no cash commissions pursuant to the Offering.

The Company intends to use the gross proceeds raised under the Offering for working capital and potential future acquisitions.

The securities issued are subject to a four month hold period from the date of issuance.

Related Party Participation in the Private Placement

The following insiders subscribed for 13,254,900 Units of the Offering for a total of 71.47% of the Offering:

Name	Number of Securities Purchased	Relationship to Company
Hayley Christine De Witt	4,091,000	Director
Marianne De Witt	2,727,300	Control Person
Marcel de Groot	3,181,900	Director, CEO and Control Person
January Vandale	3,181,900	10%+ holder
Christian Uria	72,800	Corporate Secretary

As insiders of Level 14 participated in the Offering, it is deemed to be a “related party transaction” as defined under Multilateral Instrument 61-101-*Protection of Minority Security Holders in Special Transactions* (“MI 61-101”).

The purpose and business reasons for the Offering are to capitalize the Company and use the gross proceeds raised under the Offering for working capital and potential future acquisitions. There is no anticipated effect of the Offering on the Company’s business and affairs.

Neither the Company, nor to the knowledge of the Company after reasonable inquiry, a related party, has knowledge of any material information concerning the Company or its securities that has not been generally disclosed.

For a description of the anticipated effect of the transaction on the percentage of securities of the Company beneficially owned or controlled by each person referred to above for which there would be a material change in that percentage, please see the early warning reports and related press releases filed by the respective insiders on May 4, 2021 with the applicable securities commissions using the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) available for viewing on the Company's profile at www.sedar.com.

The Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 (pursuant to subsections 5.5(c) and 5.7(1)(b)) as it was a distribution of securities for cash and neither the fair market value of the Units distributed to, nor the consideration received from, interested parties exceeded \$2,500,000.

Level 14 did not file a material change report with respect to the participation of the insiders at least 21 days prior to the closing of the Offering as participation details were not determined at that time. The Offering was unanimously approved by the board of directors of the Company with participating directors abstaining in part to their respective subscription.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 Continuous Disclosure Obligations:

Not applicable

7. Omitted Information:

Not applicable

8. Executive Officer Knowledgeable of Material Change:

Marcel de Groot, Chief Executive Officer
Level 14 Ventures Ltd.
778.945.3951

9. Date of Report:

May 7, 2021