

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

Metaguest.ai Incorporated (formerly BnSellit Technology Inc. (the "**Company**"))
122 Judge Rd. Unit 2
Toronto, Ontario, M8Z 5B7

2. Date of Material Change(s):

February 8, 2024

3. News Release:

A news release concerning the subject matters of this material change report were filed on SEDAR and disseminated through the facilities of Newsfile Corp. on February 8, 2024.

4. Summary of Material Change(s):

The Company closed a secured convertible loan in the amount of \$235,000 (the "Convertible Loan") with a private lender, a company with common officers and directors of the Corporation (the "Lender").

5. Full Description of Material Change:

5.1 Full Description of Material Change

The Company closed a secured convertible loan in the amount of \$235,000 (the "Convertible Loan") with a private lender, a company with common officers and directors of the Corporation (the "Lender"). The Convertible Loan bears an interest rate of 12%, is convertible at a price of \$0.30 per common share and has a maturity date of February 6, 2025. The Corporation has also issued 117,500 share purchase warrants, to the Lender, exercisable for two years at a price of \$0.30 per share. The Convertible Loan is secured by a general security agreement between the parties. Proceeds of the Convertible Loan will be used to repay the \$210,000 secured bridge loan and accrued interest which was funded in December 2022.

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:

Chris Carmichael
Chief Financial Officer
Metaguest.ai Incorporated
Phone: (647) 225-4337

9. Date of Report:

February 15, 2024