

FORM 51 – 102F3
MATERIAL CHANGE REPORT
UNDER NATIONAL INSTRUMENT 51-102

ITEM 1 Name and Address of Company

Network Media Group Inc.
207 – 1525 West 8th Avenue
Vancouver, BC V6J 1T5

(“**Network**” or the “**Company**”)

ITEM 2 Date of Material Change

September 21, 2023

ITEM 3 News Release

The Company issued news releases on August 29, 2023 and September 19, 2023. The news releases were distributed through newswire services and filed on SEDAR.

ITEM 4 Summary of Material Change

The Company completed a share consolidation on the basis of five (5) old common shares for one (1) new common share.

ITEM 5 Full Description of Material Change

Network announced the completion of a 5:1 share consolidation (the “**Consolidation**”) of its Common Shares (the “**Common Shares**”) on the basis of five (5) pre-Consolidation Common Shares for one (1) post-Consolidated Common Share. Pre-consolidation, Network had 89,123,537 Common Shares issued and outstanding. On a post-Consolidation basis, the Company now has 17,824,707 Common Shares issued and outstanding.

No fractional shares were issued under the Consolidation and each fractional share was rounded down to the nearest whole number, without any consideration payable therefor. Each shareholder’s percentage ownership in the Company and proportional voting power remained unchanged, except for minor adjustments resulting from the treatment of fractional shares.

The CUSIP number for the post-Consolidation Common Shares is 64128U205 and the new ISIN number is CA64128U2056 and the Company’s name did not change.

The Common Shares commenced trading on the TSX Venture Exchange on a post-Consolidation basis effective at market opening on September 21, 2023. The Consolidation is subject to the receipt of all necessary regulatory approvals including the approval of the TSX Venture Exchange. Pursuant to the *Business Corporations Act* (British Columbia) and the Articles of the Company, shareholder approval of the Consolidation was not required.

The exercise or conversion price and the number of Common Shares issuable under the Company’s outstanding stock options will be proportionately adjusted upon completion of the Consolidation. A letter of transmittal will be sent to registered shareholders. Shareholders who hold their shares in brokerage accounts are not required to take any action to effect an exchange of their Common Shares.

5.2 Disclosure for Restructuring Transactions

Not applicable

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

Not applicable

ITEM 7 Omitted Information

Not applicable

ITEM 8 Executive Officer

Darren Battersby, Chief Financial Officer
email: info@networkentertainment.ca
phone: 604.739.8825

ITEM 9 Date of Report

September 25, 2023