

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

State if the report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

Item 1 - Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

This report relates to the common shares in the capital of Visionstate Corp. (the "Issuer").

The Issuer's head office is located at:

Visionstate Corp.
8634 - 53 Avenue
Edmonton, AB T6E 5G2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

The transaction that triggered the requirement to file this report was carried out in a private transaction and not through any market. The Common Shares of the Issuer are listed on the TSX Venture Exchange.

Item 2 - Identity of the Acquiror

2.1 State the name and address of the acquiror.

Charles Monte Goble (the "Acquiror")
740 Hyde Park Road, P.O. Box 28131
London, Ontario N6H 5E1

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

On May 17, 2023, the Acquiror, acquired 11,875,000 units (the "Units") of the Issuer pursuant to a subscription agreement between the Issuer and the Acquiror. Each Unit is comprised of one (1) common share ("Common Share") of the Issuer and one (1) Common Share purchase warrant ("Warrant"). Each warrant is exercisable into one additional Common Share of the Issuer at an exercise price of \$0.05 per Common Share for a period of two (2) years from the date of issuance

2.3 State the names of any joint actors.

Not Applicable.

Item 3 - Interest in Securities of the Reporting Issuer

- 3.1 *State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror's securityholding percentage in the class of securities.*

The Acquiror acquired 11,875,000 Units consisting of 11,875,000 Common Shares of the Issuer and 11,875,000 Warrants. See Item 2.2 above.

Prior to the closing, the Acquiror (directly or indirectly) owned 17,134,991 Common Shares representing approximately 13.91% of the then issued and outstanding Common Shares of the Issuer and held 5,086,364 warrants ("Prior Warrants") exercisable to acquire an aggregate of 5,086,364 Common Shares of the Issuer. Assuming the Prior Warrants held by the Acquiror were exercised in full, the Acquiror would own (directly or indirectly) approximately 18.04% of the then issued and outstanding Common Shares, on a partially diluted basis.

Following the closing, the Acquiror will own and/or control 29,009,991 Common Shares (approximately 19.85% of the outstanding common shares of the Issuer) and an aggregate of 16,961,364 warrants, comprised of the Warrants and the Prior Warrants. Assuming the exercise of all outstanding Warrants and Prior Warrants (and assuming no further issuances of Common Shares), the Acquiror would then own and/or have control over, directly or indirectly, 45,971,355 Common Shares, representing approximately 31% of the issued and outstanding Common Shares of the Issuer on a partially diluted basis.

- 3.2 *State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.*

The Acquiror acquired ownership and control over the Units that triggered the requirement to file this report. See Item 2.2 above.

- 3.3 *If the transaction involved a securities lending arrangement, state that fact.*

Not Applicable.

- 3.4 *State the designation and number or principal amount of securities and the acquirer's securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.*

See Item 3.1 above.

- 3.5 *State the designation and number or principal amount of securities and the acquiror's securityholding percentage in the class of securities referred to in Item 3.4 over which*

(a) *the acquiror, either alone or together with any joint actors, has ownership and control,*

See Item 2.2 above.

- (b) *the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and*

Not Applicable.

- (c) *the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.*

Not Applicable.

- 3.6 *If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.*

Not Applicable.

- 3.7 *If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.*

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not Applicable.

- 3.8 *If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.*

Not Applicable.

Item 4 - Consideration Paid

- 4.1 *State the value, in Canadian dollars, of any consideration paid or received per security and in total.*

The Acquiror acquired 11,875,000 Units described in Item 2.2 above at a price of \$0.02 per Unit for the total purchase price of \$237,500.

- 4.2 *In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.*

See Item 4.1 above.

4.3 *If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.*

Not Applicable.

Item 5 - Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) *the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;*
- (b) *a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;*
- (c) *a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;*
- (d) *a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;*
- (e) *a material change in the present capitalization or dividend policy of the reporting issuer;*
- (f) *a material change in the reporting issuer's business or corporate structure;*
- (g) *a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;*
- (h) *a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;*
- (i) *the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;*
- (j) *a solicitation of proxies from securityholders;*
- (k) *an action similar to any of those enumerated above.*

The Acquiror acquired the securities for investment purposes. The Acquiror may, depending on market and other conditions, increase or decrease its ownership of the Issuer's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

Item 6 - Agreements, Arrangements, Commitments or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the

class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Not Applicable.

Item 7 - Change in material fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 - Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 - Certification

The undersigned hereby certifies, to the best of my knowledge, information and belief that the statements contained herein are true and complete in every respect.

DATED as of the 17th day of May, 2023.

DocuSigned by:
Monte Goble
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CHARLES MONTE GOBLE