

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

1. Name and Address of Company

Vertiqal Studios Corp. (the “**Company**”)
117 Peter Street, Unit 301
Toronto, Ontario M5V 0M3

2. Date of Material Change

December 19, 2024

3. News Release

A news release disclosing the material change was disseminated on December 19, 2024, through the facilities of Newsfile Corp.

4. Summary of Material Change

On December 19, 2024, the Company announced that it closed an asset purchase agreement (the “**APA**”) with Viral Nation Inc. (“**Viral Nation**”) pursuant to which the Company acquired four social channels. Common shares in the capital of the Company (the “**Common Shares**”) were issued in satisfaction of a portion of the purchase price as described below.

5. Full Description of Material Change

Pursuant to the terms of the APA, as consideration for the acquisition of the four social channels, the Company paid an aggregate consideration of US\$150,000 as follows: (i) US\$50,000 in cash; and (ii) US\$100,000 through the issuance of 5,737,200 Common Shares at a deemed price of \$0.025 per Common Share at an exchange rate of US\$1 ~ C\$1.4343.

All securities issued in connection with the APA are subject to a four-month plus one-day hold period from the date of issuance and resale rules of applicable securities legislation.

The APA also establishes a co-selling arrangement featuring a revenue-sharing model, where the Company will receive 70% of the revenue generated, and Viral Nation will receive 30% for media driven by Viral Nation through the Company’ owned and operated channel network.

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

The report is not being filed on a confidential basis.

7. Omitted Information

No significant facts have been omitted from this Material Change Report.

8. Executive Officer

For further information, please contact Jon Dwyer, Chairman and Chief Executive Officer of the Company at (416) 627-8868.

9. Date of Report

December 20, 2024

Forward Looking Information

This material change report contains forward-looking statements and forward-looking information within the meaning of applicable securities laws. These statements relate to future events or future performance. All statements other than statements of historical fact may be forward-looking statements or information. The forward-looking statements and information are based on certain key expectations and assumptions made by management of the Company. Although management of the Company believes that the expectations and assumptions on which such forward-looking statements and information are based are reasonable, undue reliance should not be placed on the forward-looking statements and information since no assurance can be given that they will prove to be correct.

Forward-looking statements and information are provided for the purpose of providing information about the current expectations and plans of management of the Company relating to the future. Readers are cautioned that reliance on such statements and information may not be appropriate for other purposes, such as making investment decisions. Since forward-looking statements and information address future events and conditions, by their very nature, they involve inherent risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of factors and risks. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this material change report.

The forward-looking statements and information contained in this material change report are made as of the date hereof and no undertaking is given to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws. The forward-looking statements or information contained in this material change report are expressly qualified by this cautionary statement.