

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Reporting Issuer

Metavista3D Inc. (“**Metavista**” or the “**Company**”)
253 Columbia Street
Vancouver, British Columbia
V6A 1K3

Item 2. Date of Material Changes

October 22, 2024

Item 3. News Releases

A news release announcing the material change was disseminated on October 23, 2024, through Accesswire’s distribution network and a copy filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

Item 4. Summary of Material Changes

The Company closed its previously announced acquisition of all of the issued and outstanding securities of psHolix AG (“PsHolix”) in exchange for 93,693,695 common shares in the capital of the Company (the “Transaction”). Following the closing of the Transaction, the Company has 112,371,149 common shares issued and outstanding. The Company, as the resulting issuer following the Transaction (the “Resulting Issuer”), will continue the business of PsHolix.

The TSX Venture Exchange (the “Exchange”) issued its conditional approval of the listing of the Company’s common shares resulting from the Transaction (the “Resulting Issuer Shares”) on May 6, 2024. The Resulting Issuer Shares are expected to commence trading on the Exchange under the ticker symbol “DDD” at the opening of the markets on October 28, 2024, subject to satisfaction of the Exchange’s final conditions for listing and the Exchange issuing its final exchange bulletin confirming the completion of the Transaction (the “Final Exchange Bulletin”).

In connection with the completion of the Transaction, the Company’s board of directors and officers were changed such that it is currently comprised of the following: Jeffrey Carlson (director, Chief Executive Officer), Fiona Fitzmaurice (Chief Financial Officer), Dr. Rolf-Dieter Naske (director, Chief Technology Officer), David Beck (independent director), and Domenic Minichiello (independent director).

A copy of the news release is attached as Schedule “A” hereto.

Item 5. Full Description of Material Changes

The Company completed the Transaction pursuant to a share exchange agreement date December 18, 2023, (the “Share Exchange Agreement”) between the Company, PsHolix, and the shareholders of PsHolix. In connection with the closing of the Transaction (the “Closing”), and pursuant to the Share Exchange Agreement:

- The Company completed the acquisition of all of the outstanding common shares of

1448125 B.C. Ltd. (“Finco”) on July 29, 2024, in exchange for 1,260,063 Metavista Shares and the Company received the proceeds of a previously closed private placement of Finco common shares for gross proceeds of CA\$567,028.35 at a price per Finco common share of \$0.45;

- The Company completed a consolidation of its outstanding common shares on July 19, 2024, on the basis of 1 post-consolidation Common Share for 3.33 pre-consolidation Common Share;
- PsHolix settled CHF 2,852,786 (CA\$4,567,310) of debt outstanding on the books of PsHolix by the issuance of PsHolix common shares which were exchanged on Closing for 40,582,584 Resulting Issuer Shares (the “PsHolix Debt Settlement”);
- PsHolix completed a non-brokered private placement of PsHolix common shares (the “Financing Shares”) at an issuance price of \$1.89 per Financing Share for aggregate gross proceeds of CAD\$5,000,000 (the “PsHolix Financing”), such Financing Shares which were exchange on Closing for 11,111,111 Resulting Issuer Shares at a value of \$0.45 per Resulting Issuer Share;
- The Company acquired all PsHolix Shares existing prior to the PsHolix Debt Settlement and PsHolix Financing in exchange for 42,000,000 Resulting Issuer Shares; and
- PsHolix shareholders entered into a shareholders rights agreement granting certain minority protections including the rights to: (i) exclusively nominate two directors of the Company for a period of 3 years, (ii) require express approval for any transactions outside of the normal course of business, including the disposition of PsHolix’s patents, and (iii) pre-emptive rights for the sale of any additional PsHolix common shares.

Pursuant to the policies of the Exchange: (i) 42,000,000 Resulting Issuer Shares held by principals of PsHolix will be held for up to 36 months from the date of issuance of the Final Exchange Bulletin pursuant to a Tier 2 Surplus Security Escrow Agreement and (ii) 40,582,584 Resulting Issuer Shares held by non-principal shareholders will be subject to a two-year hold period, with 20% released every six months, with the first release (20%) on the date of Closing.

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

Not applicable.

Item 7. **Omitted Information**

No information has been omitted on the basis that it is confidential information.

Item 8. **Executive Officer**

Jeffrey Carlson
CEO
Tel: (647) 697-9199

Item 9. **Date of Report**

October 23, 2024

SCHEDULE "A"



METAVISTA3D ANNOUNCES CLOSING OF PSHOLIX ACQUISITION AND LISTING ON THE TSXV

Vancouver, British Columbia, October 23, 2024 – Metavista3D Inc. (formerly 1344340 B.C. Ltd.) ("**Metavista3D**" or the "**Company**") is pleased to announce that, further to its press releases of July 12, 2024, July 22, 2024, and July 29, 2024, it has closed its previously announced acquisition of all of the issued and outstanding securities of psHolix AG ("**PsHolix**") in exchange for 93,693,695 common shares in the capital of the Company (the "**Transaction**"). Following the closing of the Transaction, the Company has 112,371,149 common shares issued and outstanding. The Company, as the resulting issuer following the Transaction (the "**Resulting Issuer**"), will continue the business of PsHolix.

On May 6, 2024, the TSX Venture Exchange (the "**Exchange**") issued its conditional approval of the listing of the Company's common shares resulting from the Transaction (the "**Resulting Issuer Shares**"). The Resulting Issuer Shares are expected to commence trading on the Exchange under the ticker symbol "DDD" at the opening of the markets on October 28, 2024, subject to satisfaction of the Exchange's final conditions for listing and the Exchange issuing its final exchange bulletin confirming the completion of the Transaction (the "**Final Exchange Bulletin**").

The Transaction

The Company completed the Transaction pursuant to a share exchange agreement dated December 18, 2023, (the "**Share Exchange Agreement**") between the Company, PsHolix, and the shareholders of PsHolix. In connection with the closing of the Transaction (the "**Closing**"), and pursuant to the Share Exchange Agreement:

- The Company completed the acquisition of all of the outstanding common shares of 1448125 B.C. Ltd. ("**Finco**") on July 29, 2024, in exchange for 1,260,063 Metavista Shares and the Company received the proceeds of a previously closed private placement of Finco common shares for gross proceeds of CA\$567,028.35 at a price per Finco common share of \$0.45;
- The Company completed a consolidation of its outstanding common shares on July 19, 2024, on the basis of 1 post-consolidation Common Share for 3.33 pre-consolidation Common Share;
- PsHolix settled CHF 2,852,786 (CA\$4,567,310) of debt outstanding on the books of PsHolix by the issuance of PsHolix common shares which were exchanged on Closing for 40,582,584 Resulting Issuer Shares (the "**PsHolix Debt Settlement**");

- PsHolix completed a non-brokered private placement of PsHolix common shares (the “**Financing Shares**”) at an issuance price of \$1.89 per Financing Share for aggregate gross proceeds of CAD\$5,000,000 (the “**PsHolix Financing**”), such Financing Shares which were exchanged on Closing for 11,111,111 Resulting Issuer Shares at a value of \$0.45 per Resulting Issuer Share;
- The Company acquired all PsHolix Shares existing prior to the PsHolix Debt Settlement and PsHolix Financing in exchange for 42,000,000 Resulting Issuer Shares; and
- PsHolix shareholders entered into a shareholders rights agreement granting certain minority protections including the rights to: (i) exclusively nominate two directors of the Company for a period of 3 years, (ii) require express approval for any transactions outside of the normal course of business, including the disposition of PsHolix’s patents, and (iii) pre-emptive rights for the sale of any additional PsHolix common shares.

Pursuant to the policies of the Exchange: (i) 42,000,000 Resulting Issuer Shares held by principals of PsHolix will be held for up to 36 months from the date of issuance of the Final Exchange Bulletin pursuant to a Tier 2 Surplus Security Escrow Agreement and (ii) 40,582,584 Resulting Issuer Shares held by non-principal shareholders will be subject to a two-year hold period, with 20% released every six months, with the first release (20%) on the date of Closing.

In connection with the completion of the Transaction, the Company is pleased to announce that its board of directors and officers are comprised of the following: Jeffrey Carlson (director, Chief Executive Officer), Fiona Fitzmaurice (Chief Financial Officer), Dr. Rolf-Dieter Naske (director, Chief Technology Officer), David Beck (independent director), and Domenic Minichiello (independent director).

Additional information in respect of the Company’s business is available in the Company’s Filing Statement dated October 15, 2024, which is available under the Company’s SEDAR+ profile at www.sedarplus.ca.

About Metavista3D

Metavista3D Inc., through its wholly-owned subsidiary, psHolix AG, is a multi award-winning Swiss research and development company in pseudo-holographic display technologies. PsHolix is focused on developing next-generation AI-based displays for spatial reality without the need for the viewer to wear glasses. PsHolix's technology is protected by more than 20 patents in various jurisdictions, which form the basis for its "naked eye 3D" system, which is based on a “super multiview” technology that solves the convergence-accommodation conflict that can cause headaches and eye fatigue when viewing 3D displays for long periods of time. PsHolix's "Stereo Base Extension" technology provides more image depth. These patents, along with 6 other patent families, are the fundamental technology and processes applied in its 3D displays (pseudo-holographic displays), hardware and software that can be used in various direct-to-consumer technologies as well as cross-industry applications such as metaverse, gaming, digital signage, video conferencing, automotive (including digital 3D mirrors), defense and medical applications. For more information, visit www.metavista3D.com.

For more information, please contact the Company at (647) 697-9199 or jeff@metavista3d.com.

On Behalf of the Board of Directors of Metavista3D Inc.

Jeffrey Carlson

CEO and Director

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the Exchange) accepts responsibility for the adequacy or accuracy of this release.

Notice Regarding Forward-Looking Information:

This news release contains forward-looking statements including but not limited to statements regarding the Company's business, assets or investments, as well other statements that are not historical facts. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, investor interest in the business and prospects of the Company.

The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities law. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made, by third parties in respect of the matters discussed above.