

ANNOUNCEMENT OF APPLICATION FOR ADMISSION TO THE AQSE GROWTH MARKET
APPLICANT NAME:
Looking Glass Labs Ltd.
APPLICANT REGISTERED OFFICE, PRINCIPAL PLACE OF BUSINESS (IF DIFFERENT) AND TELEPHONE NUMBER:
+1 604 687 2038 Suite 810 – 789 West Pender Street Vancouver BC V6C 1H2 Canada
DIRECTORS AND PROPOSED DIRECTORS (IF APPLICABLE):
<p>Patrick O’Flaherty - Mr. O’Flaherty is a qualified Chartered Accountant in Canada with Deloitte. He has over 15 years of experience in financial services, with a specific focus on accounting and wealth management, and has worked with some of the largest companies in Canada including Shaw Communications, RBC Royal Bank, and CIBC Wood Gundy.</p> <p>Adam Deffett - Mr. Deffett is a senior capital markets professional with over 15 years of experience in the Canadian equity markets. Adam began his career at RBC Capital Markets and has held senior positions in both sales and trading at various Canadian banks and independent dealers, most recently as Managing Director and Head of Institutional Sales at Laurentian Bank. He has extensive experience in capital raising, shareholder communication, M&A and capital markets strategy. More recently, Mr. Deffett has been working as a corporate executive and currently holds the position of Interim CEO of Ketamine One. Mr. Deffett graduated with a Bachelors of Commerce from the University of Calgary and is a CFA Charterholder</p> <p>Carl Chow - .Mr. Chow served on the board of directors for a Singapore domiciled company, Interact Investments Inc., from 2010 to 2015 and held a position as an Investor Relations senior manager for NewAge Financing Limited, from 2006 until 2009. His role and responsibilities were composed of liaising with start-up companies and locating strategic Venture Capital funding. Mr. Chow completed a diploma in Financial Management from the British Columbia Institution of Technology.</p>
APPLICANT SECTOR:
Information Technology
DESCRIPTION OF THE APPLICANT AND ITS ACTIVITIES:
<p>The Company is engaged in digital agency specializing in immersive XR metaverse design, non-fungible token (“NFT”) architecture and virtual asset royalty streams.</p> <p>Its leading brand, House of Kibaa ("HoK"), designs and curates a next-generation metaverse for 3D assets, which allows functional art and collectibles to exist simultaneously across different NFT blockchain environments.</p> <p>The Company is releasing its Alpha version of its Pocket Dimension metaverse on November 1, 2022.</p> <p>The Pocket Dimension metaverse is a hyper-realistic digital world that is being built using the latest version of Unreal Engine in order to offer users a premium virtual experience. Pocket Dimensions feature 10 different environments.</p>

Each environment offers users various forms of utility, including but not limited to, hosting events with their community, integrating custom structures and adding digital assets.

Pocket Dimension is a private space representing an area size of approximately four acres in which owners can visit, invite friends, display NFTs, create settings, collaborate with others or facilitate experiences through various utilities and uses. Parcels provide their owners with additional unique benefits such as being blockchain agnostic with wide NFT compatibility (Polygon, Ethereum etc.), an extensive avatar system, a unique non-playable character's host system and more. Landowners will also have access to the broader suite of utilities that HoK will develop over time.

The Company is also currently developing a mobile game, Degen Area. Degen Arena aims to be the first truly decentralized game which will integrate the art and audiences of multiple different NFT projects. The Company is working with 81monkeys, a game development studio in Vancouver, with a successful track record of PVP & mobile games, including The World of Anterra, The Chore App, and Sudoku Scramble. The product launch is anticipated to be done in mid-late 2023.

The Company has also developed its GenZeroes franchise which is a new multi-media franchise and is being developed in collaboration with several artists with work experience that includes projects for both the StarWars and Marvel franchises.

The Company has recently completed the acquisition of Web 3.0 Holdings Corp., a Web3 focused technology company which owns a proprietary retail technology platform

NAME OF AQSE CORPORATE ADVISER:

Novum Securities Limited

NUMBER, CLASS AND PAR VALUE OF SECURITIES TO BE ADMITTED:

129,744,338 Ordinary Shares with no par value

SECURITIES IN PUBLIC HANDS AS A PERCENTAGE OF THE TOTAL NUMBER OF SECURITIES IN ISSUE (excluding securities held in treasury):

70.74%

SHAREHOLDERS HOLDING MORE THAN FIVE PER CENT OF THE APPLICANT'S SHARE CAPITAL OR VOTING RIGHTS PRE- AND POST-ADMISSION:

Shareholder	Current Shareholding	Current %
Long Huynh	7,138,831	5.05
Khiet Nguyen	10,036,882	7.74
2674792 Ontario Ltd	8,250,000	6.36

TIMETABLE FOR ANY OFFER OF TRANSFERABLE SECURITIES TO THE PUBLIC:

N/A

THE EXPECTED ADMISSION DATE:

14 November 2022

WEBSITE ADDRESS WHERE INVESTOR INFORMATION WILL BE AVAILABLE FOR INSPECTION:

<https://www.lgl.io/>

In respect of a fast-track applicant, the following information should also be included:

NAME OF MARKET ON WHICH THE APPLICANT'S SECURITIES ARE CURRENTLY TRADED:

NEO Exchange (Canada)

ARRANGEMENTS FOR THE SETTLEMENT OF TRANSACTIONS IN THE APPLICANT'S SECURITIES:

CREST

DETAILS OF ANY LOCK-IN ARRANGEMENTS:

10,152,998 Common Shares are Locked-in (“Lock-Up Shares”). The Lock-Up Shares are released in proportions of 2,030,536 Common Shares in the aggregate at the end of each 30-day period after 3 February 2022 (the “Listing Date”).

55,351,000 Common Shares are subject to the Escrow Agreements as at the date of the Listing Statement dated 1 February 2022 (the “Escrowed Securities”). The Escrowed Securities are subject to the following release schedule:

On the Listing Date	1/4 Escrowed Securities
Six months after the Listing Date	1/4 Escrowed Securities
12 months after the Listing Date	1/4 Escrowed Securities
18 Months after the Listing Date	1/4 Escrowed Securities

DETAILS OF THE LEGAL OR REGULATORY REQUIREMENTS IN THE APPLICANT’S HOME COUNTRY REGARDING THE CONDUCT OF TAKEOVERS AND THE ACQUISITION OF SIGNIFICANT VOTING RIGHTS TO WHICH THE APPLICANT IS SUBJECT:

Canadian National Instrument 62 – 104 “Take-Over Bids and Issuer Bids” and National Policy 62 – 203 “Take-Over Bids and Issuer Bids”

This applies to a bidder (and its affiliates and joint actors) acquiring beneficial ownership of 20 per cent or more of the outstanding securities of an Issuer.

In respect of an update to a prior application announcement, the date of the original announcement should also be disclosed as follows:

UPDATE TO A PRIOR APPLICATION ANNOUNCEMENT RELEASED ON:

N/A