

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

Item 1: Name and Address of Company

Red Light Holland Corp. (the “Company”)
1 Adelaide St., Suite 801
Toronto, ON M5C 2V9

Item 2: Date of Material Change

March 17, 2025

Item 3: News Release

A news release was issued by the Company via Newsfile on March 19, 2025, and filed on SEDAR+ at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced that as of March 17, 2025, Michael Galloro will be appointed to its Board of Directors.

The Company also announced that on March 18, 2025, it had granted 1,000,000 options (the “**Stock Options**”) to Mr. Galloro. The Stock Options are exercisable at a price of \$0.05 per common share until March 18, 2030, subject to vesting. The Stock Options were granted in accordance with the Company’s equity incentive plan approved at the Company’s annual, general and special meeting held on October 31, 2024. The common shares underlying the Stock Options are subject to a statutory four month and one day hold period expiring on July 19, 2025, and such further restrictions as may apply under foreign securities laws.

Item 5.1: Full Description of Material Change

Not applicable.

Item 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

Todd Shapiro
Chief Executive Officer and Director
T: 647-643-TRIP (8747)

E: todd@redlight.co

Item 9: Date of Report

March 20, 2025.