

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

1. **Name and Address of Company**

Glow Lifetech Corp. (formerly, Ateba Resources Inc.) (the “**Company**”)
217 Queen Street West, Suite 401
Toronto, Ontario M5V 0R2

2. **Date of Material Change**

March 3, 2021

3. **News Release**

A press release disclosing the material change was released on March 3, 2021, through the facilities of Newsfile Corp.

4. **Summary of Material Change**

The Company completed its previously announced business combination (the “**Transaction**”) with Glow LifeTech Ltd. (“**Glow Ltd.**”), whereby the Company acquired all of the issued and outstanding shares of Glow Ltd. pursuant to a three-cornered amalgamation in accordance with Section 174 of the Business Corporations Act (Ontario).

5. **Full Description of Material Change**

The Company completed the Transaction with Glow Ltd., whereby the Company acquired all of the issued and outstanding shares of Glow pursuant to a three-cornered amalgamation in accordance with Section 174 of the Business Corporations Act (Ontario).

The common shares of the Company have been conditionally approved for listing (the “**Listing**”) on the Canadian Securities Exchange (the “**CSE**”) under the symbol “GLOW”. The Listing remains subject to final approval by the CSE and fulfilment of all of the requirements of the CSE in order to obtain such approval, including, among other things, submission and acceptance of all documents requested by the CSE in its conditional acceptance letter and payment of all outstanding fees to the CSE. The Company anticipates receiving final approval and effecting the Listing shortly.

The Transaction

The Transaction was carried out in accordance with the terms and conditions of a definitive business combination agreement dated June 24, 2020 (the “**Business Combination Agreement**”) between the Company and Glow Ltd. The Transaction was subject to a number of approvals, which were obtained, and conditions, which were met, prior to its implementation, including, but not limited to, the following:

- (a) completion of the share consolidation of the Company (as hereinafter described);
- (b) completion of the debt settlement of the Company (as hereinafter described);
- (c) completion of the name change of the Company to Glow LifeTech Corp.;
- (d) completion of the concurrent financing by Glow Ltd. (as hereinafter described);

- (e) the election and appointment of certain directors and officers of the Company;
- (f) all conditions precedent set forth in the Business Combination Agreement, having been satisfied or waived by the appropriate party; and
- (g) the receipt of all necessary corporate, regulatory and third-party approvals and compliance with all applicable regulatory requirements and conditions in connection with the Transaction.

Pursuant to the Business Combination Agreement, the Company issued an aggregate of 47,334,379 common shares (the "**Consideration Shares**") of the Company to the former Glow Ltd. shareholders (the "**Glow Shareholders**"), such that upon completion of the Transaction the former Glow Ltd. Shareholders hold approximately 84% of the total number of the issued and outstanding common shares in the capital of the Company. All outstanding unexercised warrants in the capital of Glow Ltd. (the "**Glow Warrants**") to acquire common shares in the capital of Glow Ltd. will be cancelled. In consideration for such disposition, the holders of the Glow Warrants received replacement warrants (the "**Replacement Warrants**"), to acquire one post-consolidation common share in the capital of the Company (each, a "**Common Share**"), such Replacement Warrants bearing the same terms and conditions as the Glow Warrants.

The board of directors of the Company was reconstituted in conjunction with the completion of the Transaction such that it now consists of five (5) directors: Clark Kent, Greg Falck, Medhanie Tekeste, Chris Irwin and Roberto Carducci. In addition, management of the Company was reconstituted such that it now consists of Clark Kent, President and CEO, Chris Hopkins as CFO, Roberto Carducci as the Chief Commercial Officer, and James Van Staveren as Corporate Secretary.

Concurrent Financing

In connection with the Transaction, Glow Ltd. completed a non-brokered private placement financing of 17,138,432 units of Glow Ltd. (the "**Units**") at a price of \$0.30 per Unit for gross proceeds of \$5,141,529.60. Each Unit is comprised of one common share in the capital of Glow Ltd. (each, a "**Unit Share**") and one-half of one whole common share purchase warrant (each whole warrant, a "**Warrant**") exercisable at a price of \$0.40 per common share (each a "**Warrant Share**") for a period of two years from the date of issuance.

Debt Settlement

Prior to the completion of the Transaction, the Company settled an aggregate of \$175,000 of indebtedness owed to an arm's length creditor through the issuance of 8,750,000 pre-consolidation common shares of the Company at a price of \$0.02 per common share (the "**Debt Settlement**"). All Common Shares issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance in accordance with applicable securities legislation.

Name Change and Consolidation

Prior to the completion of the Transaction, the Company changed its name from "Ateba Resources Inc." to its current name, "Glow LifeTech Corp." in accordance with the provisions of the Business Corporations Act (Ontario). Also prior to the completion of the Transaction, the Company consolidated its common shares on the basis of one and one-half (1.5) pre-consolidation common shares for one (1) post-consolidation common share.

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, contact James Van Staveren, Corporate Secretary (647) 244-7229.

9. **Date of Report**

This report is dated at Toronto, this 8th day of March, 2021.

Cautionary Statement Regarding Forward-Looking Information

Except for statements of historic fact, this material change report contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions and estimates at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the forward-looking statements including, but not limited to delays or uncertainties with regulatory approvals, including that of the CSE. There are uncertainties inherent in forward-looking information, including factors beyond the Company's control. There are no assurances that the commercialization plans for the technology described in this material change report will come into effect on the terms or time frame described herein. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change except as required by law. The reader is cautioned not to place undue reliance on forward-looking statements. Additional information identifying risks and uncertainties that could affect financial results is contained in the Company's filings with Canadian securities regulators, which filings are available at www.sedar.com