

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

**1. Name and Address of Company**

Glowlife Tech Corp. (the “**Company**”)  
65 International Blvd, Suite 206  
Etobicoke, ON M9W 6L9

**2. Date of Material Change**

February 16, 2024

**3. News Release**

A press release disclosing the material change was released on February 16, 2024, through the facilities of Newsfile Corp.

**4. Summary of Material Change**

The Company announced that it had agreed to settle an aggregate of \$211,837.36 of indebtedness owed to an arm’s length creditor of the Company through the issuance of 4,236,747 units (“**Units**”) of the Company at a price of \$0.05 per Common Share (the “**Debt Settlement**”).

**5. Full Description of Material Change**

The Company announced that it had agreed to settle an aggregate of \$211,837.36 of indebtedness owed to an arm’s length creditor of the Company through the issuance of 4,236,747 Units of the Company at a price of \$0.05 per Common Share. Each Unit shall be comprised of one common share in the capital of the Company (each, a “**Common Share**”) and one half a common share purchase warrant (each whole warrant, a “**Warrant**”). Each Warrant shall be exercisable into one Common Share (each, a “**Warrant Share**”) in the capital of the Company at a price of \$0.07 per Warrant Share until two years from the date of issuance of the Warrants.

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.

**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, James Van Staveren, Corporate Secretary of the Company at (647) 244-7229.

**9. Date of Report**

This report is dated at Toronto, this 22<sup>nd</sup> day of February, 2024.

### **Cautionary Statement Regarding Forward-Looking Information**

*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”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company’s Management’s Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.*