

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Red Light Holland Corp. (the “**Company**”)
1 Adelaide Street East, Suite 801
Toronto, Ontario M5C 2V9

Item 2. Date of Material Change

December 19, 2022.

Item 3. News Release

A news release was disseminated on December 21, 2022 via Newsfile Corp. and filed on the Company’s SEDAR profile at www.sedar.com.

Item 4. Summary of Material Change

Effective December 19, 2022, the Company’s common shares were up listed from trading on the Pink Open Market of the OTC Markets Group Inc. to the OTCQB Venture Market (the “**OTCQB**”) under the same symbol it previously traded, “TRUFF”. Nauth LPC acted as OTCQB sponsor.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

Notwithstanding the above, the Company continues to trade on the Canadian Securities Exchange in Canada and Frankfurt Stock Exchange in the Netherlands under the symbols “TRIP” and “4YX”, respectively.

Quotes for the Company’s symbol are available on the OTCQB at <https://www.otcmarkets.com/stock/TRUFF/overview>.

The Company is awaiting approval of its application for DTC eligibility.

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

For additional information, please contact:

Todd Shapiro
Chief Executive Officer and Director
Tel: 647-643-TRIP (8747)
Email: todd@redlight.co

Item 9.

Date of Report

December 28, 2022.