

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

Item 1: Name and Address of Company

Red Light Holland Corp. (the “Company” or Issuer”)
1 Adelaide St. East, Suite 901
Toronto, ON M5C 2V9

Item 2: Date of Material Change

June 11, 2024.

Item 3: News Release

On June 11, 2024, the Company filed the news release under the Company’s SEDAR+ profile at www.sedarplus.ca.

Item 4: Summary of Material Change

The Company announced that David Ascott will be resigning as Chief Financial Officer of the Corporation as of June 21, 2024.

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 & Director
Email: todd@redlight.co
Phone: 647-643-TRIP (8747)

Item 9: Date of Report

June 13, 2024.