

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

Item 1: Name and Address of Company

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

Item 2: Date of Material Change

November 28, 2024.

Item 3: News Release

A news release was disseminated on November 29, 2024, via Newsfile Corp. and filed on the Company’s SEDAR+ profile at www.sedarplus.ca.

Item 4: Summary of Material Change

Effective November 28, 2024, Ann Barnes resigned as a director of the Company.

Item 5.1: Full Description of Material Change

See item 4 above.

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: 647-643-8747

Item 9: Date of Report

December 9, 2024.