

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

Item 1 Name and Address of Company

HYTN Innovations Inc. (the “Company”)
12 East 4th Avenue
Vancouver, BC
Canada V5T 1E8

Item 2 Date of Material Change

October 26, 2023

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination service of Globe Newswire on October 26, 2023, and a copy was subsequently filed on SEDAR+.

Item 4 Summary of Material Change

The Company announced that it has closed its non-brokered private placement of units of the Company (“Units”) by issuing a total of 5,050,000 Units at a price of \$0.10 per Unit (the “Offering”) for aggregate gross proceeds of \$505,000. Each Unit consists of one (1) common share in the capital of the Company (a “Share”) and one (1) common share purchase warrant of the Company (a “Warrant”). Each Warrant entitles the holder thereof to acquire one (1) additional Share (a “Warrant Share”) at a price of \$0.25 per Warrant Share for a period of 24 months from the closing date of the Offering.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The Company announced that it has closed its non-brokered private placement of Units by issuing a total of 5,050,000 Units at a price of \$0.10 per Unit for aggregate gross proceeds of \$505,000. Each Unit consists of one (1) Share and one (1) Warrant, whereby each Warrant entitles the holder thereof to acquire one (1) Warrant Share at a price of \$0.25 per Warrant Share for a period of 24 months from the closing date of the Offering.

The Offering was completed pursuant to the listed issuer financing exemption (LIFE) under Part 5A of National Instrument 45-106 Prospectus Exemptions and therefore the securities issued in the Offering are not subject to a hold period in accordance with applicable Canadian securities laws. The Company intends to use the proceeds raised from the Offering for the repayment of certain indebtedness and for general corporate purposes and administrative expenses.

Certain directors and officers of the Company subscribed for an aggregate of 150,000 Units for aggregate proceeds of \$15,000 (collectively, the “Insiders”). As a result of the participation by the Insiders, the Offering is considered a “related party transaction” pursuant to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied on Sections 5.5(a) and 5.7(1)(a) of MI 61-101 for exemptions from the requirements to obtain a formal valuation and minority shareholder approval, respectively, because the fair market value of the Insiders' participation in the Offering was below 25% of the Company's market capitalization for purposes of MI 61-101. The Company did not file a material change report in respect of the participation of the Insiders in the Offering

at least 21 days before closing of the Offering as the participation of the Insiders was not determined at that time.

The securities issued pursuant to the Offering have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons in the absence of U.S. registration or an applicable exemption from the U.S. registration requirements. Neither the news release nor this material change report shall constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful.

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 further information, please contact Elliot McKerr, Chief Executive Officer of 866-590-9289 or via email to investments@hytn.life.

Item 9 Date of Report

November 3, 2023

Forward-Looking Disclaimer: This material change report contains forward-looking statements and forward-looking information (collectively, “forward-looking statements”) within the meaning of applicable securities laws. Any statements that are contained in this material change report that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as “may”, “should”, “anticipate”, “will”, “estimates”, “believes”, “intends”, “expects” and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this material change report contains forward-looking statements concerning the Offering and the intended use of proceeds from the Offering. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the respective management of the Company at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. The forward-looking statements contained in this material change report are made as of the date of this material change report, and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, the Company undertakes no obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise.