

**FORM 51-102F3
NATIONAL INSTRUMENT 51-102**

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

FILED VIA SEDAR

Item 1. Name and Address of Company

ScreenPro Security Inc.
2300 Yonge Street, Suite 2802
Toronto, ON M4P 1E4

Item 2. Date of Material Change

A material change took place on December 13, 2022.

Item 3. News Release

On December 14, 2022, a news release in respect of the material change was released through the facilities of Newsfile Corp.

Item 4. Summary of Material Change

The material change is fully described in the Company's press release which is attached as Schedule "A" and is incorporated herein.

Item 5. Full Description of Material Change

A full description of the material change is contained under Item 4.

Item 6. Reliance on Section 7.1(2) of National Instrument 51-102

The report is not being filed in reliance on section 7.1(2) of National Instrument 51-102.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Andrew Ryu
Chief Executive Officer
info@screenprosecurity.com

Item 9. Date of Report

December 14, 2022

SCHEDULE "A"
PRESS RELEASE

ScreenPro Announces Closing of Non-Brokered Private Placement Financing

Toronto, Ontario--(Newsfile Corp. - December 14, 2022) - **ScreenPro Security Inc. (CSE: SCRN) (OTCQB: SCRSF)** ("**ScreenPro**" or the "**Company**") is pleased to report that further to the news release of [November 10, 2022](#), the Company has closed a non-brokered private placement financing of units of the Company ("**Units**") at a price of \$0.05 per Unit (the "**Private Placement**"). The Company has issued an aggregate of 9,700,000 units and a further 8,600,000 common shares at \$0.05 per share pursuant to the Private Placement with aggregate gross proceeds of \$915,000.

Each Unit consists of one (1) common share of the Company ("**Share**") and one (1) common share purchase warrant ("**Warrant**"). Each Warrant will entitle the holder thereof to acquire one Share of the Company at a price of \$0.05 per Share for a period of eighteen (18) months from the date of issuance.

The gross proceeds of the Private Placement will be used for general working capital to support revenue growth and for general corporate purposes.

In connection with the Private Placement, the Company paid aggregate cash commissions of \$1,200.

The Private Placement is subject to final approval of the Canadian Securities Exchange (the "**CSE**").

All securities that are issued pursuant to the Private Placement are subject to a hold period of four months and one day in accordance with applicable Canadian securities laws.

One (1) insider of the Company has participated in the Offering by subscribing for 200,000 Units. The participation by the insiders in the Private Placement is considered to be a "related party transaction" as defined for the purposes of Multinational Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("**MI 61-101**"). The related party transaction is exempt from the formal valuation and minority approved requirements pursuant to sections 5.5 (a) (b) and (c) and 5.7(1) (a) and (b) of MI 61-101 as the Company is not listed on a specified market, the transaction was a distribution of securities for cash and neither the fair market value of the Units distributed to, nor the consideration received from the related party exceeded 25% of the issuer's market capitalization of \$2,500,000. The Company did not file a material change report at least 21 days prior to completion of the Offering as the details of the participation by the related party had not been determined at that time. The Offering does not result in any new insider or control person of the Company.

Additionally, the Company also announces the resignation of director Charles Schade. The Company thanks Mr. Schade for his contributions to the board and wishes Mr. Schade well in his future endeavours.

About ScreenPro

Founded in 2020, ScreenPro Security is a health and wellness management company that delivers professional health and medical solutions to Canadians. With a focus on concierge medical services, ScreenPro Security offers personalized health care services such as IV vitamin therapy, personal home care, nurse care, on-call urgent medical care, nutrition, and health screening services, such as COVID-19 testing. Our team of board-certified physicians and health care professionals bring years of expertise to provide knowledgeable and trustworthy solutions to improve patients' overall health outcomes.

For additional information on ScreenPro and other corporate information, please visit the Company's website at www.screenprosecurity.com

For more information about the Company, please refer to the Company's profile on SEDAR at www.sedar.com.

Neither the Canadian Securities Exchange (the "CSE") nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

For further information:

Investor Relations & Communications

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Andrew Ryu, Chief Executive Officer and Chairman

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Forward-Looking Statements:

Certain statements contained in this news release may constitute forward-looking information, including statements relating to the future development of ScreenPro's business. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The actual results of ScreenPro could differ materially from those anticipated in this forward-looking information as a result of regulatory decisions, competitive factors in the industries in which ScreenPro operates, prevailing economic conditions, changes to ScreenPro's strategic growth plans, and other factors, many of which are beyond the control of ScreenPro. Management of ScreenPro believes that the expectations reflected in the forward-looking information herein are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon. Any forward-looking information contained in this news release represents ScreenPro's expectations as of the date hereof and is subject to change after such date. ScreenPro disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.

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To view the source version of this press release, please visit

<https://www.newsfilecorp.com/release/147928>