

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

TraceSafe Inc.
(the "Company")
Sea Meadow House
P.O. Box 116
Road Town, Tortola
VG 1110 British Virgin Islands

2. Date of Material Change:

September 29, 2021

3. News Release:

The news release with respect to the material change was disseminated through Newsfile Corp. on September 29, 2021 and filed on SEDAR.

4. Summary of Material Change:

An aggregate of 6,415,000 stock options to purchase common shares of the Company have been granted to certain employees, directors, and officers and consultants of the Company.

TraceSafe intends to settle a total of \$75,581 of debt owed to a consultant of the Company, through the issuance of an aggregate of 116,280 common shares (the "Debt Shares") at a deemed price of \$0.65 per Debt Share.

5. Full Description of Material Change:

5.1 Full Description of Material Change

TraceSafe reports that, pursuant to the terms and conditions of its long-term performance incentive plan, an aggregate of 6,415,000 stock options to purchase common shares of the Company have been granted to certain employees, directors, and officers and consultants of the Company. The options are exercisable for a period of 5 years at a price of \$0.60 per share. In addition,

TraceSafe intends to settle a total of \$75,581 of debt (the "Debt") owed to a consultant of the Company, through the issuance of an aggregate of 116,280 common shares of TraceSafe (the "Debt Shares") at a deemed price of \$0.65 per Debt Share (the "Debt Settlement"). All the Debt Shares issued in connection with the Debt Settlement are subject to a statutory hold period of four months plus a day from the date of issuance, in accordance with applicable securities legislation.

5.2 Disclosure of Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) or (3) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not Applicable

7. Omitted Information:

Not Applicable

8. Executive Officer:

Betty Anne Loy, Corporate Secretary
Telephone: 604-283-2339 xt 702

9. Date of Report:

September 29, 2021