

FORM 51-102F3
Material Change Report

1. Name and Address of Company:

TraceSafe Inc.
("TraceSafe" or the "Company")
Craigmuir Chambers
P.O. Box 71
Road Town, Tortola
VG1110 British Virgin Islands

2. Date of Material Change:

October 18, 2021

3. News Release:

The news release with respect to the material change was disseminated through Newsfile Corp. on October 20, 2021 and filed on SEDAR.

4. Summary of Material Change:

TraceSafe closed a non-brokered private placement for aggregate principal amount of C\$306,000, pursuant to which it has issued non-transferable, unsecured convertible notes.

5. Full Description of Material Change:

5.1 Full Description of Material Change

The material change described in item 4 is fully described in the Company's press release of October 20, 2021, attached hereto and as filed on SEDAR.

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:

October 20, 2021

tracesafe

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TraceSafe Concluded Non-Brokered Private Placement of Convertible Notes

October 20, 2021: Vancouver, BC – Tracesafe Inc., (“TraceSafe”) (CSE: TSF) a global leader in location-aware Internet of Things (IoT) platforms for large-scale industrial and enterprise operations, announces that it has closed a non-brokered private placement for aggregate principal amount of up to C\$306,000 (the “**Offering**”), pursuant to which it has issued non-transferable, unsecured convertible notes (each, a “**Convertible Note**”).

The Convertible Notes mature 12 months from the Closing Date (the “**Term**”), bear interest at a rate equal to 10.5% per annum, payable on the last business day of each month, beginning on November 30, 2021, and are convertible into units (the “**Units**”) at a conversion price of C\$0.65 per Unit. Each Unit consists of one common share of TraceSafe (each, a “**Common Share**”) and one common share purchase warrant (a “**Warrant**”). Each whole Warrant entitles the holder thereof to acquire one Common Share at an exercise price of \$1.25 per Common Share for a period of two years from the date of issuance.

If TraceSafe’s shares trade on the Canadian Securities Exchange at a price of \$2.00 per share or greater for twenty consecutive trading days at any time during the Term, TraceSafe will have the right (but not the obligation) at any time thereafter to require the holders of the Convertible Notes to convert their Convertible Notes into Units.

The Convertible Notes, as well as the underlying Units, will be subject to a statutory hold period for a period of four months and one day from the Closing Date. The proceeds of the Offering will be used for general working capital.

TraceSafe will pay eligible finders a fee (the “**Finder's Fees**”) on the Offering equal to 3.0% of the aggregate gross proceeds, subject to the policies of the Canadian Securities Exchange.

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.

About TraceSafe

TraceSafe is a full suite of real-time location management services and contact tracing solutions enabled through advanced low-power Bluetooth beacons and enterprise cloud management. TraceSafe’s leading cloud management solution ensures both user privacy and comprehensive administrative control. TraceSafe’s patented contact tracing bracelet has already been deployed in mission-critical quarantine applications around the world in partnership with leading governments. In addition to their government work, TraceSafe is developing leading-edge solutions for Enterprise, Healthcare, Education, Government, and large-scale venue management.

For further information, please contact:

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The Canadian Securities Exchange has in no way approved or disapproved the contents of this news release.

Statements in this news release may contain forward-looking statements that are based on TraceSafe's expectations, estimates and projections regarding its business and the economic environment in which it operates, including with respect to expectations regarding the use of proceeds under the Offering, aggregate gross proceeds of the Offering and Finder's Fees payable in connection therewith. Although TraceSafe believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict, including the suitability of our products to help businesses and governments reopen, competition, the spread or containment of COVID-19 and government responses thereto and general economic and market conditions. Therefore, outcomes and results may differ materially from those expressed in these forward-looking statements and readers should not place undue reliance on such statements. These forward-looking statements speak only as of the date on which they are made, and TraceSafe undertakes no obligation to update them publicly to reflect new information or the occurrence of future events or circumstances unless otherwise required to do so by law.