

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Tower One Wireless Corp. (the “**Company**”)
Suite 600 – 535 Howe Street
Vancouver, BC V6C 2Z4

Item 2 Date of Material Change

June 22, 2021.

Item 3 News Release

The news release dated June 25, 2021 was disseminated via Executive Business Services.

Item 4 Summary of Material Change

On June 25, 2021, the Company announced that the Company has closed an acquisition and settlement agreement (the “**Definitive Agreement**”) for the purchase from a minority shareholder of shares of the Company’s subsidiary Evolution Technology SA (“**Evotech**”) which were not already held by the Company and for settlement of claims, previous services, and indemnities provided to the Company and/or Evotech.

In consideration for the closing of the Definitive Agreement, the Company paid US\$30,000 in cash and issued an aggregate of 6,300,000 common shares of the Company at a deemed price of C\$0.07875 per Share for proceeds of C\$496,125.

The shares issued upon closing of the transaction are subject to a statutory hold period of four months and one day from the date of issuance.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

The material change is fully described in Item 4 above and in the attached news release which has been filed on SEDAR.

5.2 Disclosure for Restructuring Transactions

Not Applicable.

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

N/A

Item 7 Omitted Information

None

Item 8 Executive Officer

Alejandro Ochoa, Chief Executive Officer, President and Interim Chief Financial Officer
Telephone: 1-917-546-3016

Item 9 Date of Report

June 25, 2021

**TOWER ONE ANNOUNCES CLOSING OF DEFINITIVE AGREEMENT FOR ACQUISITION OF
REMAINING SHARES IN EVOTECH AND SETTLEMENT OF CLAIMS**

June 25, 2021 - VANCOUVER, BC, CANADA – TOWER ONE WIRELESS CORP. (CSE: TO) (OTCQB: TOWTF) (Frankfurt: 1P3N) (“**Tower One**” or the “**Company**”) announces that the Company has closed an acquisition and settlement agreement (the “**Definitive Agreement**”) for the purchase from a minority shareholder of shares of the Company’s subsidiary Evolution Technology SA (“**Evotech**”) which were not already held by the Company and for settlement of claims, previous services, and indemnities provided to the Company and/or Evotech.

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About Tower One

Tower One’s principal business is to build, own and operate multi-tenant wireless telecommunications infrastructure (“**towers**”) in Latin America. Tower One leases space on its towers to mobile network operators. The Company is focused on the build to suit tower industry whereby a long-term lease is secured with a tenant prior to building a tower. The Company operates in the three largest Spanish speaking countries in Latin America (Colombia, Mexico and Argentina) with a combined population of approximately 220 million people.

Contact Information:

Corporate Communications

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The CSE has not reviewed and does not accept responsibility for the adequacy or accuracy of the contents of this news release.