

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

**Item 1 Name and Address of Company**

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

**Item 2 Date of Material Change**

September 13, 2021.

**Item 3 News Release**

The news release dated September 13, 2021 was disseminated via Stockwatch and BayStreet.

**Item 4 Summary of Material Change**

The Company announced that it has granted an aggregate of 2,000,000 performance share units (each, a “**PSU**”) to certain consultants pursuant to the Company’s Omnibus Equity Incentive Plan (the “**Plan**”). Subject to ratification of the Plan by the shareholders of the Company, each PSU represents the right to receive, once vested and performance criteria are met, one common share in the capital of the Company. The securities are subject to vesting requirements, including that the Plan be ratified by the shareholders of the Company. The securities are subject to a restricted period of four months 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**

September 13, 2021

## **TOWER ONE ANNOUNCES GRANT OF PERFORMANCE SHARE UNITS**

**September 13, 2021 - VANCOUVER, BC, CANADA – TOWER ONE WIRELESS CORP.** (CSE: TO) (OTCQB: TOWTF) (Frankfurt: 1P3N) (“**Tower One**” or the “**Company**”) announces that it has granted an aggregate of 2,000,000 performance share units (each, a “**PSU**”) to certain consultants pursuant to the Company’s Omnibus Equity Incentive Plan (the “**Plan**”). Subject to ratification of the Plan by the shareholders of the Company, each PSU represents the right to receive, once vested and performance criteria are met, one common share in the capital of the Company. The securities are subject to vesting requirements, including that the Plan be ratified by the shareholders of the Company. The securities are subject to a restricted period of four months from the date of issuance.

### **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.*