

51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

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

Item 2 Date of Material Change

July 7, 2023.

Item 3 News Release

The news release dated July 10, 2023 was disseminated via Stockwatch and BayStreet.

Item 4 Summary of Material Change

Tower One announces that the British Columbia Securities Commission has issued a cease trade order dated July 7, 2023 (the “**CTO**”) in connection with the Company missing the June 30, 2023 filing deadline for its annual financial statements, accompanying management’s discussion and analysis and required certifications for the year ended December 31, 2022 (collectively, the “**Annual Filings**”). Tower One has experienced unexpected delays in compiling the information required to prepare the Annual Filings due to the Company’s expansion in Ecuador and Colombia.

As a consequence of the CTO, trading of the Company’s common shares on the Canadian Securities Exchange (the “**Exchange**”) has been halted. The Company is diligently working with its auditors and expects to complete the filing of the Annual Filings on or before July 31, 2023. After completing the filings, the CTO will be revoked and the Company will coordinate with the Exchange for a resumption of trading as expeditiously as possible once the CTO has been revoked.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

See Item 4 above and the News Release dated July 10, 2023 filed on SEDAR at www.sedar.com for a full description of the material change.

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

July 10, 2023