

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

Item 1 Name and Address of Company

Global Compliance Applications Corp. (“**Company**” or “**GCAC**”)
PO Box 43, Suite 830, 1100 Melville Street
Vancouver, British Columbia
Canada V6E 4A6

Item 2 Date of Material Change

July 8, 2022

Item 3 News Release

The news release was disseminated on July 8, 2022, through the news dissemination services of TheNewswire and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company announced that it has completed the acquisition (the “**Acquisition**”) of WasteTrakr Technologies, Inc. (“**WTT**”). The Acquisition was completed pursuant to a definitive agreement entered into among the Company, WTT, and the shareholders of WTT. Following completion of the Acquisition, WTT is a wholly-owned subsidiary of the Company.

As consideration for the Acquisition, the Company issued an aggregate of 2,310,108 common shares in its capital (the “**Consideration Shares**”) and granted an aggregate of 500,000 common shares purchase warrants (the “**Consideration Warrants**”) to the shareholders of WTT, all on a *pro rata* basis. Each Consideration Warrant is exercisable into one common share in the capital of the Company (a “**Warrant Share**”) at a price of \$0.09 per Warrant Share for a period of twenty-four months from the closing of the Acquisition.

The Consideration Shares and Consideration Warrants are subject to a four-month hold period.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

The Company announced that, further to its news release dated June 16, 2022, it has completed the acquisition (the “**Acquisition**”) of WasteTrakr Technologies, Inc. (“**WTT**”). The Acquisition was completed pursuant to a Share Exchange Agreement (the “**Definitive Agreement**”) entered into among the Company, WTT, and the shareholders of WTT (the “**WTT Shareholders**”). Following the completion of the Acquisition, WTT is a wholly-owned subsidiary of the Company.

Pursuant to the terms and conditions of the Definitive Agreement, the Company acquired 100% of the issued and outstanding securities of WTT in exchange for securities of the Company. Prior to the completion of the Acquisition, WTT had 10,000,000 common shares issued and outstanding (the “**WTT Shares**”). As consideration for the Acquisition, the Company:

- issued an aggregate of 2,310,108 common shares in the capital of the Company (the “**Consideration Shares**”) to the WTT Shareholders *pro rata* in proportion to their holdings of the WTT Shares. An additional 256,692 Consideration Shares are being held back (the “**Holdback Shares**”) as security for the warranties, representations and covenants of WTT and the WTT Shareholders provided in the Definitive Agreement. Provided that the Company has not given notice of a claim to WTT or the WTT Shareholders, then the Holdback Shares will be issued one the date that is 180 business days following the closing of the Acquisition; and
- granted an aggregate of 500,000 common shares purchase warrants (the “**Consideration Warrants**”) to the WTT Shareholders *pro rata* in proportion to their holdings of the WTT Shares. Each Consideration Warrant is exercisable into one common share in the capital of the Company (a “**Warrant Share**”) at a price of \$0.09 per Warrant Share for a period of twenty-four months from the closing of the Acquisition.

The Consideration Shares and Consideration Warrants are subject to a four-month hold period.

About WTT

WasteTrakr, was funded through Tress Capital, in 2019 to pursue the lawful tracking and disposal and/or recycling of cannabis waste using specialty waste software. WTT pivoted in 2021 to focus on sustainability and how to provide recycling solutions for the waste being generated by the industry. WTT developed a LOI with a leading SoCal waste hauler to improve their waste hauling services to become a green and more sustainable eco-system.

Some former members of the WTT Management Team, including CEO and Co-Founder Steve Peterson, will lead the GCAC sales and marketing efforts, as a wholly owned subsidiary, to drive a sustainable supply chain using the GCAC blockchain product called “Efixii”. In addition, the team will be championing efforts for the cannabis, hemp and agriculture sectors to adopt ESG (Environmental, Social and Governance) practices by using the recently launched clearESG.app.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

The report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

For further information, please contact Bradley Moore, Chief Executive Officer and Director of the Company, at 1 (800) 409-5679 or info@gcac.tech.

Item 9 Date of Report

July 12, 2022

Forward-Looking Information

The above disclosure 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.

All information contained in this news release with respect to the Company and WTT was supplied by the parties, respectively, for inclusion herein, and the Company and its respective directors and officers have relied on WTT for any information concerning such party.

This disclosure includes certain statements that may be deemed "forward-looking statements". All statements above, other than statements of historical facts, that address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by applicable securities laws, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.