

NOTICE OF CHANGE IN CORPORATE STRUCTURE

Pursuant to Section 4.9 of National Instrument 51-102 *Continuous Disclosure Requirements*

1. Names of the parties to the transaction.

Spotlite360 Technologies, Inc. (formerly, 1014379 B.C. Ltd.) (the "**Company**")
Captios, LLC ("**Captios**")

2. Description of the transaction.

On June 4, 2021 the Company announced that it completed the acquisition (the "**Acquisition**") of all of the issued and outstanding ordinary shares in the capital of Captios, LLC ("**Captios**") pursuant to a share exchange agreement, and changed its name to Spotlite360 Technologies, Inc.

As consideration for the acquisition of 100% of Captios, the Company issued an aggregate of 20,100,000 common shares in the capital of the Company (the "**Common Shares**") to the shareholders of Captios. Upon closing of the Acquisition, Captios became a wholly owned subsidiary of Spotlite360. In connection with the Acquisition: (i) the Company changed its name to Spotlite360 Technologies, Inc.; (ii) Mr. Peter Nguyen resigned as the Chief Financial Officer ("**CFO**") and Corporate Secretary of the Company; (iii) Mr. Gene McConnell, the CFO of Captios was appointed the new CFO of Spotlite360; and (iv) Mr. James Greenwell was appointed as Spotlite360's President.

Upon completion of the Acquisition, the Company has an aggregate of 53,713,600 issued and outstanding Common Shares, approximately 62.58% of which are held by the prior shareholders of the Company, and approximately 37.42% of which are held by the former shareholder of Captios. An aggregate of 1,200,000 Common Shares owned by Mr. McConnell are subject to standard National Policy 46-201 escrow provisions for a period of 36 months.

Following completion of the Acquisition, the Common Shares will be listed for trading on the Canadian Securities Exchange on or about June 15, 2021.

For additional information, please see the Company's Listing Statement, which has been filed under the Company's profile on SEDAR at www.sedar.com on June 14, 2021.

3. Effective date of the transaction.

June 4, 2021

4. Name of each party, if any, that ceased to be a reporting issuer after the transaction and of each continuing entity

N/A

5. Date of the reporting issuer's first financial year-end subsequent to the transaction.

N/A

6. Periods, including comparative periods, if any, of the interim and annual financial statements required to be filed for the company's first financial year subsequent to the transaction.

N/A

7. Documents filed that describe the transaction and where those documents can be found in electronic format.

The following documents describing the Acquisition and related matters were filed on SEDAR and are available under the Company's issuer profile at www.sedar.com:

- securities exchange agreement dated June 21, 2020 between the Company and Captios;
- preliminary long form prospectus dated November 27, 2020;
- amended and restated preliminary prospectus dated March 1, 2021;
- final long form prospectus dated May 26, 2021;
- certificate of change of name dated June 4, 2021, changing the Company's name to Spotlite360 Technologies, Inc.;
- press release dated June 4, 2021, announcing the completion of the Acquisition, the Company's name change and conditional approval to list on the Canadian Securities Exchange (the "CSE");
- CSE Form 2A Listing Statement dated June 8, 2021; and
- material change report dated June 14, 2021, relating to the completion of the Acquisition.

DATED June 14, 2021.