

**Form 51-102F3**  
**Material Change**  
**Report**

**Item 1 Name and Address of Company**

SPOTLITE360 TECHNOLOGIES, INC.  
(formerly 1014379 B.C. Ltd.)  
Suite 810 - 789 West Pender  
Street Vancouver, BC V6C 1H2  
(the "Company" or "Spotlite360")

**Item 2 Date of Material Change**

June 4, 2021

**Item 3 News Release**

The news release was issued and disseminated on June 4, 2021 and posted under the Company's SEDAR profile, a copy of which is attached hereto at Exhibit "A".

**Item 4 Summary of Material Change**

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**"), and changed its name to Spotlite360 Technologies, Inc.

**Item 5 Full Description of Material Change**

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.

See attached news release at Exhibit "A" to this report

**Item 5.2 Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7 Omitted Information**

Not applicable.

**Item 8 Executive Officer**

Eugene Beukman, CEO

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

**Item 9 Date of Report**

June 14, 2021

## EXHIBIT "A"



# Spotlite360 Announces Closing of Acquisition and Conditional CSE Listing Approval

**DENVER and VANCOUVER, JUNE 4, 2021, SPOTLITE360 TECHNOLOGIES INC.** (“Spotlite360” or the “Company”) (formerly 1014379 B.C. Ltd.) is pleased to announce that it has completed the acquisition (the "Acquisition") of all the issued and outstanding ordinary shares in the capital of Captios, LLC ("Captios") pursuant to a securities exchange agreement dated June 21, 2020.

### About Captios

Captios was founded by a group of supply chain and healthcare executives and is focused on the delivery of a SaaS-based supply chain execution and sustainability platform (the “Spotlite360 Software”) for enterprise customers in the pharmaceutical, healthcare, and agricultural industries. By leveraging IoT technologies, blockchain, machine learning, and analytics, the Spotlite360 Software is uniquely positioned to meet customer needs for supply chain execution, tracing, tracking, and sustainability. Potential benefits of the Spotlite360 Software when utilized in a company’s supply chain include improved transparency, reduction in loss and theft, increased supply chain velocity, labour efficiency, improved asset utilization, and support of global sustainability initiatives. Spotlite360 is focusing on the healthcare, pharmaceutical, and agriculture industries where suppliers, manufacturers, and consumers in these industries are demanding improved visibility and information related to ESG (environmental, social, and governance) considerations. Additionally, within each of these industries there is increased pressure for companies to meet regulatory and compliance mandates.

### The Acquisition

As consideration for the acquisition of 100% of Captios, Spotlite360 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; (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.

The Acquisition is more fully described in the Company's non-offering prospectus dated May 26, 2021, available on the Company's SEDAR profile at [www.sedar.com](http://www.sedar.com).

## Directors and Officers

Upon completion of the Acquisition, the Company's board of directors is composed of Joel Dumaresq, Alexander Somjen, Peter Nguyen, and Eugene Beukman. Mr. Beukman, Mr. McConnell, and Mr. Greenwell also hold executive positions in the Company, namely Chief Executive Officer, Chief Financial Officer/Corporate Secretary, and President, respectively.

## Conditional Approval to List on CSE

The Company's shares are not currently listed or quoted on any stock exchange or trading platform. The Company has applied to list its Common Shares on the Canadian Securities Exchange (“CSE”) and is pleased to announce that conditional approval to list on the CSE has been granted on May 25, 2021, subject to completion of customary listing requirements of the CSE, including receipt of all required documentation. The Company is working to meet the CSE listing conditions in a timely manner. The Company will provide an update once the CSE has issued a bulletin confirming the date on which trading of the Company’s shares on the CSE will commence. Once final approval is received, the Common Shares will commence trading on the CSE under the ticker symbol “LITE”. There is no assurance that the Company will ultimately be able to satisfy the listing requirements of the CSE.

On behalf of the Board of Directors of the Company,

### **Spotlite360 Technologies Inc.**

*“Jim Greenwell”*

Jim Greenwell, President

For more information about Spotlite360, please visit: <http://spotlite360.com>

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THE CANADIAN SECURITIES EXCHANGE (“CSE”) HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ACCURACY OR ADEQUACY OF THIS RELEASE, NOR HAS OR DOES THE CSE’S REGULATION SERVICES PROVIDER.

### **About Spotlite360 Technologies Inc.**

Spotlite360 is a logistics technologies developer unlocking value, opportunities, and efficiencies for all participants in a supply chain. Building upon existing applications of IoT technologies, distributed ledgers, and machine learning, Spotlite360 endeavours to set new standards of transparency, integrity, and sustainability in the pharmaceutical, healthcare, and agriculture industries. As regulators across the globe begin to impose new tracing and accountability requirements for the protection of consumers (*e.g.*, DSCSA and FSMA from the U.S. Food and Drug Administration), the need for reliable, cost-effective, and versatile tracking technology is expected to grow considerably. Spotlite360’s flagship SaaS solution has been engineered to seamlessly track the movement of a product by integrating with systems of all major stakeholders in a supply chain ranging from the raw materials to the hands of the end consumer.

With a primary objective of onboarding new clients in 2021, Spotlight360 plans to explore innovative use cases for its proprietary stack of technologies which could transform logistics workflows in some of the world's largest industries.

### **Forward-Looking Statements**

This news release contains “forward-looking information” within the meaning of applicable Canadian securities legislation, with respect to the Company. The forward-looking information included in this news release is not based on historical facts, but rather on the expectations of the Company’s management regarding the future growth of the Resulting Issuer, its results of operations, performance, business prospects, and opportunities. This news release uses words such as “will”, “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates”, or similar expressions to identify forward-looking information. Such forward-looking information reflects the current beliefs of the Company’s management, based on information currently available to them.

This forward-looking information includes, among other things, statements relating to: the intentions, plans and future actions of the Company; statements relating to the business and future activities of the Company; anticipated developments in operations of the Company; market position, ability to compete, and future financial or operating performance of the Company; the timing and amount of funding required to execute the business plans of the Company; capital expenditures of the Company; the effect on the Company, of any changes to existing or new legislation or policy or government regulation; the length of time required to obtain permits, certifications and approvals; the availability of labour; estimated budgets; currency fluctuations; requirements for additional capital; limitations on insurance coverage; the timing and possible outcome of regulatory and permitting matters; goals; strategies; future growth; the adequacy of financial resources; our expectations regarding revenues, expenses and anticipated cash needs.

In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions, and expected future developments and other factors it believes are appropriate, and are subject to risks and uncertainties. Although the Company believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and there can be no assurance that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties, and assumptions, prospective investors should not place undue reliance on these forward-looking statements. Whether actual results, performance, or achievements will conform to the expectations and predictions of the Company is subject to a number of known and unknown risks, uncertainties, assumptions, and other factors, including those listed in the Company's non-offering prospectus dated May 26, 2021.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in the forward-looking statements. Information contained in forward-looking statements in this news release is provided as of the date of this news release, and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information or future events or results, except to the extent required by applicable securities laws. Accordingly, potential investors should not place undue reliance on forward-looking statements or the information contained in those statements.

**All of the forward-looking information contained in this news release is expressly qualified by the foregoing cautionary statements.**

## **Statement Regarding Third-Party Investor Relations Firms**

Disclosures relating to investor relations firms retained by Spotlite360 Technologies Inc. can be found under the Company's profile on <http://sedar.com>.