

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

**Item 1 Name and Address of Company**

SpotLite360 IOT Solutions, Inc. (the “Company”)  
Suite 810 - 789 West Pender Street  
Vancouver, British Columbia V6C 1H2

**Item 2 Date of Material Change**

February 22, 2022

**Item 3 News Release**

A news release was disseminated on February 22, 2022 through Globe Newswire and subsequently filed on SEDAR and posted on the CSE disclosure hall.

**Item 4 Summary of Material Change**

The Company closed a non-brokered private placement (the "Private Placement") and issued 17,640,725 units (“Units”) of the Company at a price of \$0.10 per Unit for gross proceeds of \$1,764,072.50. Each Unit consists of one common share (each a "Share") and one-half of one transferable Share purchase warrant (with two half warrants being a “Warrant”). Each whole Warrant shall entitle the holder thereof to purchase one additional Share at a price of \$0.15 per Share for a period of thirty-six (36) months from the date of issuance.

**Item 5 Full Description of Material Change**

The Company closed the Private Placement and issued 17,640,725 Units of the Company at a price of \$0.10 per Unit for gross proceeds of \$1,764,072.50. Each Unit consists of one Share and one-half of one transferable Share purchase warrant. Each whole Warrant shall entitle the holder thereof to purchase one additional Share at a price of \$0.15 per Share for a period of thirty-six (36) months from the date of issuance.

In connection with the Private Placement, the Company has paid cash finder’s fees of \$85,350 and it has issued 853,800 Warrants on the same terms as noted above to qualified parties.

The Company intends to use the net proceeds from the Private Placement for general working capital purposes and the contemplated acquisition of E3 Service Group, LLC (please refer to the news release dated November 15, 2021 for further details on the executed non-binding letter of intent).

All securities issued are subject to a statutory four month and one day hold period that expires on June 23, 2022.

None of the securities issued in connection with the Private Placement will be registered under the *United States Securities Act of 1933*, as amended (the "1933 Act"), and none of them will be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the 1933 Act. This news release shall not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of the securities in any state where such offer, solicitation, or sale would be unlawful.

**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**

James Greenwell, Chief Executive Officer

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

**Item 9 Date of Report**

February 23, 2022