

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

April 21, 2022

Item 3 News Release

A news release was disseminated on April 21, 2022 through Globe Newswire and subsequently filed on SEDAR and posted on the CSE disclosure hall.

Item 4 Summary of Material Change

On April 21, 2022, the Company announced a contract to provide design services, equipment and technology for an indoor cannabis cultivation and environmental control operation.

The Company also granted 3,250,000 restricted share units under the Company’s shareholder-approved restricted share unit plan to consultants and an officer of the Company.

Item 5. Full Description of Material Change.

See the attached news release.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 5 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 6 Omitted Information

Not applicable.

Item 7 Executive Officer

James Greenwell, Chief Executive Officer

Business Telephone: 604-687-2038
Facsimile: 604-687-3141

Item 9 Date of Report

April 27, 2022



SpotLite360 IOT Solutions, Inc. Announces Contract With Cultivation Company

DENVER and VANCOUVER, April 21, 2022, SPOTLITE360 IOT SOLUTIONS, INC, (“SpotLite360” or the “Company”) (CSE: LITE) (OTC: SPLTF) (Frankfurt:87A) an emerging supply chain technology solutions company, announces a contract to provide design services, equipment and technology for an indoor cannabis cultivation and environmental control operation. The contract value is approximately USD \$10 million and is expected to be fully recognized within fiscal year 2022.

This Arizona based implementation has already commenced. The SpotLite360 technology solution will monitor and manage many environmental controls including air flow, humidity, temperature, lighting and process automation. Installed sensors and Internet of Things (IoT) connected devices will provide critical real-time data to efficiently control and monitor environmental conditions and drive process efficiencies.

Bryson Guyer, founder of E3 Service Group added, “We are leveraging years of expertise in designing and developing state of the art solutions to generate optimal cultivation environments. The real-time IoT data we collect allows us to continuously improve our design and implementation processes. Now with experience in more than 300 installed facilities our customers depend on us to help them generate consistent product quality and a more efficient operating environment.”

SpotLite360 recently announced the acquisition of a majority interest in E3 Service Group (see Press Release dated [March 10, 2022](#)) and the combination of these companies and technology portfolios began last year. The concept of ‘environment-as-a-service’ drives a philosophy of optimization using technology for real-time data capture and analytics. All devices are IoT enabled and can be connected in a ‘smart-environment’ for near real-time decision making and continuous process improvement.

James Greenwell, President and CEO, added, “We are entering an era where Chain of Custody, Proof of Origin, Authenticity and Proof of Sustainability are mandatory not just after thoughts. We use sensors, IOT devices, live alerts and comprehensive analytics to first capture data, second,

act on the data and third, use historical data to prove the consistent quality of every cultivation cycle.”

In addition to the above operations update, the Company has granted an aggregate of 3,250,000 restricted share units (“RSUs”) under the Company’s shareholder-approved restricted share unit plan (the “RSU Plan”) to consultants and an officer of the Company. The RSUs vest four months and one day from issuance. The RSUs entitle each holder to acquire one common share (a “Share”) of the Company underlying each such RSU by delivering a notice of acquisition to the Company in accordance with the RSU Plan. In accordance with the RSU Plan, the RSUs were priced at \$0.12 based on the closing price of the Shares on the Canadian Securities Exchange (“CSE”) on April 20, 2022.

SpotLite360 IOT Solutions, Inc, is a publicly trade company on the CSE, OTC and Frankfurt exchanges. The Company was first listed in June 2021 and has made significant progress demonstrating value to the marketplace.

On behalf of the Board of Directors of the Company,

SpotLite360 IOT Solutions, Inc.

“James Greenwell”

James Greenwell, President and CEO

For more information about SpotLite360, please visit: <http://spotlite360.com>

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THE CANADIAN SECURITIES EXCH (“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 IOT Solutions, Inc.

SpotLite360 is a logistics technologies solutions provider 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 endeavors 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, SpotLite360 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 labor; 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; and the opening of new offices.

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 IOT Solutions, Inc. can be found under the Company's profile on <http://sedar.com>.