



SpotLite360 IOT Solutions, Inc. Closes Acquisition of Reti Capital Corp. Including All Equity of Digital Media Company ‘Back to the Digital’

DENVER, COLORADO and VANCOUVER, BC CANADA August 26, 2022, SPOTLITE360 IOT SOLUTIONS, INC. (“SpotLite360” or the “Company”) (CSE: LITE) (OTC: SPLTF) (Frankfurt: 87A) is pleased to announce that it has acquired a 100% equity interest in Reti Capital Corp. (“RETI”) and in connection thereof, acquired a 100% equity interest in Back to the Digital, Inc. (“BTTD”) a Denver, Colorado based digital media company. BTTD is the parent of the very successful website www.ImFromDenver.com.

BTTD is a nationally recognized producer of data-driven digital content that entertains, engages, interacts and increases revenues across many digital platforms. ImFromDenver.com is one platform used to distribute their produced digital content and has driven best in class consumer engagement numbers. On an average daily basis, this platform has over three hundred thousand unique visitors and frequently over six hundred thousand visitors. In a recent 28 days span the site had over 15 million views. Everyday their website is ranked in the top three highest consumer trafficked sites in Colorado. The acquisition of BTTD will present greater opportunity to scale the supply chain digital twin in SpotLite360’s customer base. The BTTD team will also enhance SpotLite360’s marketing effort and facilitate a new suite of consumer facing solutions as an integral part of SpotLite360’s SaaS based supply chain technology solutions. With consistent revenue growth year over year, BTTD has built and told the story of many companies, products and brands.

Reti also brings an exclusive global license with Encapsa Technology Ventures, Inc. (“Encapsa”) to the SpotLite360 team within the supply chain arena; the global license will leverage Encapsa’s patented data storage technology that uniquely brings together all forms of structured or unstructured data and makes that data searchable and available to all members of the enterprise. Encapsa’s unique, novel, and proprietary data storage and data management technology facilitates the uniting of disparate data for consummation and analysis.

James Greenwell, President and CEO commented, “We are very excited to add this team and these capabilities to our strategy of driving supply chain data and proof to consumers. Our software solutions provide tracing, tracking and visibility to any supply chain and consumers are the ultimate beneficiaries of this data. Consumers will have visibility into the proof of sustainability, ESG claims, product origins, authenticity, nutritional fact panels, and a long list of product and brand claims. Consumer engagement and data analytics is the last mile of the supply chain.”

Jared Wigand, founder of BTTD added, “I see the vision of collecting real time data across the supply chain and presenting digital data to the consumer. Data is the key to proof in healthcare, agriculture, and pharmaceutical and building consumer trust in any brand. Spotlite360 is a pioneer in leveraging a SaaS platform, IOT, Blockchain, Sensors to collect data, analytics, transparency into a supply chain, and chain of custody, for the ecosystem of partners and the consumers of these brands. My team is delighted to be a part of this future. It’s brilliant!”

Reti and BTTD will operate as wholly owned subsidiaries of SpotLite360 and are expected to be accretive by the end of 2022.

Consideration for the acquisition of Reti consisted of 13,250,000 common shares of the Company issued at CAD \$0.08 per share. The Company relied on the prospectus and registration exemption under section 2.16 of National Instrument 45-106 (take-over bid exemption) in issuing the consideration shares for Reti; these consideration shares are not subject to a hold period. Upon the acquisition of Reti, the Company immediately assumed the letter of intent between Reti and BTTD, and acquired all of the equity of BTTD pursuant to a definitive agreement. The acquisition of BTTD consisted of 1,000,000 common shares of SpotLite360 which were issued at CAD \$0.08 per share and US \$50,000 cash. Additionally, BTTD has a twelve-month stock based earn-out based on exceeding certain revenue targets. The consideration shares issued for the BTTD acquisition and any subsequent earn-outs are subject to a four (4) month and one (1) day hold period from issuance.

None of the securities issued in connection with the acquisition of Reti or BTTD have been registered under the United States Securities Act of 1933, as amended (the "1933 Act"), and none of them have been 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.

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