



SpotLite360 IOT Solutions, Inc. and TrackX Holdings, Inc. Announce a Letter of Intent (LOI) for SpotLite360 to Acquire TrackX Holdings, Inc.

DENVER, VANCOUVER and TORONTO, December 7, 2022 SPOTLITE360 IOT SOLUTIONS, INC. (“SpotLite360” or the “Company”) (CSE: LITE) (OTC: SPLTF) (Frankfurt: 87A) is pleased to announce that it has entered into a non-binding Letter of Intent (the “LOI”) to acquire **TRACKX HOLDINGS, INC (“TrackX”) (TSX.V:TKX I Frankfurt:3TH)** by way of a proposed transaction (the “**Proposed Transaction**”), whereby the Company will acquire all of the issued and outstanding securities of TrackX.

As part of SpotLite360’s acquisition of Captios in June of 2021, the Company acquired a software license to TrackX’s supply chain technology platform for use within the healthcare, pharmaceutical and agriculture industries. TrackX operates as an enterprise asset management company deploying SaaS-based solutions leveraging multiple auto-ID and sensor technologies for the comprehensive tracking and management of physical assets. TrackX’s Global Asset Management for Enterprises Platform enables the Industrial Internet of Things (IOT) by providing unique item level tracking, workflow processing, event management, alerting and powerful analytics to deliver solutions across a growing number of industries. On a non-exclusive basis, SpotLite360 has commercialized its TrackX license across multiple customers within its targeted industries by delivering a “powered by TrackX” suite of solutions for end-to-end supply chain tracing, tracking, sustainability and consumer proof of Environmental, Social and Governance (“**ESG**”) initiatives.

The Proposed Transaction is expected to be structured as a plan of arrangement, merger, amalgamation, share exchange, and/or other similar transaction that will result in TrackX becoming a wholly owned subsidiary of the Company or otherwise combining its corporate existence with that of the Company. The Company and TrackX have agreed to negotiate in good faith the terms of a definitive agreement with respect to the Proposed Transaction and to consummate the Proposed Transaction during Q1 2023.

In addition to entering into a definitive agreement between the parties, the Proposed Transaction is subject to receipt of all necessary regulatory approvals, including, as applicable, approval of

the Canadian Securities Exchange ("**CSE**"), approval of the TSX Venture Exchange ("**TSX-V**"), TrackX shareholder approval, and completion of due diligence reasonable or customary in a transaction of a similar nature, among other conditions. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

With TrackX's impressive presence in the delivery of supply chain tracing, tracking, proof of sustainability and ESG claims, both companies are confident that the Proposed Transaction contemplated in the LOI can be beneficial respect to new revenue opportunities, as well as an enhanced ability to further commercialize its supply chain visibility solutions utilizing IoT and blockchain technologies.

Gene McConnell, CFO of SpotLite360 commented, "Strategic acquisitions are an important part of the modern growth strategy for technology companies such as SpotLite360. Our relationship with TrackX over the last year has validated a large market opportunity for the companies' combined disruptive innovations. Our vision to deliver product proof of origin, chain of custody, proof of sustainability initiatives and ESG claims with the benefit of diversified revenue streams can change the future of supply chains. The Proposed Transaction with TrackX is set to provide the Company with a much stronger position for innovation, sales conversions, and long-term overall prosperity. Our clients will benefit from an unparalleled standard of reporting and monitoring of their facilities and supply chains with integrations of technologies such as ours as part of their overall business infrastructure."

Kirk Ball, Director of TrackX commented, "Since entering into a licensing agreement with SpotLite360 in 2021, we have continued to see more opportunity for collaboration between our respective teams, technology initiatives and partner networks. We are both focused on the delivery of tracing, tracking and sustainability solutions. The proposed transaction represents an opportunity to create significant economies in administration, technology, sales and capital market expenses which will result in additional value for our shareholders, our customers, and our employees."

SpotLite360 is also reporting that James Greenwell has resigned as the Chief Executive Officer and President of Spotlite360. Tim Harvie, will be assuming the interim responsibilities of President and Chief Executive Officer on behalf of the Company through the completion of the Proposed Transaction.

For more information, please contact:

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Neither the CSE nor TSXV has approved or disapproved the contents of this news release or passed upon the merits of any of the transactions described herein, including the Proposed Transaction.

Neither the CSE, TSXV nor their Regulation Services Providers (as that term is defined in the policies of the TSXV) accepts responsibility for the adequacy or accuracy of this release.

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.

About TrackX Holdings, Inc.

TrackX is a technology company based out of Denver, Colorado that specializes in providing SaaS-based enterprise tracing, tracking and collaboration solutions to leading brands which trust TrackX to achieve more sustainable and better performing supply chains. TrackX solutions are built on an enterprise scalable and fully customizable platform that leverages a broad array of RFID, IoT (Internet of Things) and Sensor Technologies to provide item level visibility to customers across a broad array of industries, including food, beverage, brewery, automotive, retail, financial services, technology and government.

Forward-Looking Statements

Forward-Looking Statements and Cautionary Language All statements in this presentation, other than statements of historical fact, are "forward-looking information" with respect to Spotlite360 and TrackX within the meaning of applicable securities laws including, without limitation economic estimates and any statements related to the Proposed Transaction, shareholder and exchange approvals. Spotlite360 and TrackX provide forward-looking statements for the purpose of conveying information about current expectations and plans relating to the future and readers are cautioned that such statements may not be appropriate for other purposes. By its nature, this information is subject to inherent risks and uncertainties that may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, that assumptions may not be correct and that objectives, strategic goals and priorities will not be achieved. These risks

and uncertainties include but are not limited to results and recommendations, results of due diligence investigations, ability to raise adequate financing, applicable shareholder and exchange approvals in respect of the Proposed Transaction and unprecedented market and economic risks associated with current unprecedented market and economic circumstances due to the COVID-19 pandemic, as well as those risks and uncertainties identified and reported in Spotlite360's and TrackX's public filings under their respective SEDAR profile at www.sedar.com. Although Spotlite360 and TrackX have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Spotlite360 and TrackX disclaim any intention or obligation to update or revise any forward looking information, whether as a result of new information, future events or otherwise unless required by law.

UNITED STATES ADVISORY The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), have been offered and sold outside the United States to eligible investors pursuant to Regulation S promulgated under the U.S. Securities Act, and may not be offered, sold, or resold in the United States or to, or for the account of or benefit of, a U.S. Person (as such term is defined in Regulation S under the United States Securities Act) unless the securities are registered under the U.S. Securities Act, or an exemption from the registration requirements of the U.S. Securities Act is available. Hedging transactions involving the securities must not be conducted unless in accordance with the U.S. Securities Act. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in the state in the United States in which such offer, solicitation or sale would be unlawful.

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>.