

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

January 6, 2023 and January 12, 2023

Item 3 News Release

A news release was disseminated on January 12, 2023 through Globe Newswire and subsequently filed on SEDAR and posted on the CSE disclosure hall.

Item 4 Summary of Material Change

The Company announced the resignations of Joel Dumaresq and Alexander Somjen from the board of directors and the resignation of Shawn Phillips as Senior Vice President of Operations. Glen (“Gene”) McConnell and Dr. Eddie Shek have been appointed to the Company’s board of directors.

Item 5 Full Description of Material Change

The Company announced that Joel Dumaresq and Alexander Somjen resigned from the board of directors, effective January 6, 2023 and Shawn Phillips resigned as Senior Vice President of Operations, effective December 21, 2022. Following the resignations of Messrs. Dumaresq and Somjen, Glen (“Gene”) McConnell, the Company’s Chief Financial Officer and Corporate Secretary and Dr. Eddie Shek have been appointed to the board of directors, effective January 12, 2023.

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

Tim Harvie, Director

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

Item 9 Date of Report

January 16, 2023