

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 20, 2023

Item 3 News Release

A news release was disseminated on January 20, 2023 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 5,000,000 units ("Units") of the Company at a price of \$0.10 per Unit for gross proceeds of \$500,000.

Item 5 Full Description of Material Change

The Company closed the Private Placement and issued 5,000,000 Units of the Company at a price of \$0.10 per Unit for gross proceeds of \$500,000. Each Unit consists of one share and one transferable share purchase warrant. Each warrant entitles the holder thereof to purchase one additional share at a price of \$0.20 per share for a period of twenty-four (24) months from the date of issuance.

In connection with the Private Placement, the Company issued 120,000 warrants on the same terms as noted above to qualified parties.

The Company intends to use the aggregate net proceeds of the Private Placement to support its supply chain tracing, tracking and sustainability initiatives across its core industries. The Company will increase its sales pipeline development and marketing initiatives, expand its solution development to support new opportunities in its core industries and accelerate growth through the continued expansion of its partner network.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 – Prospectus Exemptions ("NI 45-106"), the Units were offered for sale to the purchasers' resident in Canada (except Quebec) and/or other qualifying jurisdictions pursuant to the listed issuer financing exemption under Part 5A of NI 45-106 (the "Listed Issuer Financing Exemption"). As the Private Placement closed pursuant to the Listed Issuer Financing Exemption, all securities issued are not subject to a hold period pursuant to applicable Canadian securities laws.

The offering document related to this Private Placement that can be accessed under the Company's profile at www.sedar.com and on SpotLite360's website at <http://www.spotlite360.com/>.

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

Tim Harvie, Chief Executive Officer

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

Item 9 Date of Report

January 23, 2023