

**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**

February 22, 2023

**Item 3 News Release**

A news release was disseminated on February 22, 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 that it has terminated its agreement and relationship with E3 Service Group, LLC (“E3”), a facilities design and environmental control company predominantly focused in the Cannabis industry.

**Item 5 Full Description of Material Change**

The Company announced that it has terminated its agreement and relationship with E3, a facilities design and environmental control company predominantly focused in the Cannabis industry. This represents the Company’s strategic decision to refocus its energy, resources, and capital on the delivery of repeatable, high margin, SaaS-based supply chain tracing, tracking and sustainability solutions to customers in healthcare, pharmaceutical and agriculture.

The Company entered into an agreement with the shareholders of E3 in March of 2022 to acquire a 51% equity stake in E3. Under that agreement, the Company issued 20 million common shares priced at \$0.20 per share (the “**Consideration Shares**”) and paid \$770,000 USD in cash as partial consideration. Given the capital-intensive nature of the existing contracts and the challenges of implementing E3’s business into the Company’s core business, the Company has terminated the agreement and will not process the remaining payments due to complete the 51% equity purchase of E3. With the termination of the agreement, E3 vendors have agreed to return the Consideration Shares to the Company for cancellation in exchange for the return of its 51% equity interest in E3. Upon the termination of the acquisition agreement and relationship with E3, the Company has no equity interest in E3.

**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.

**Omitted Information**

Not applicable.

**Item 7 Executive Officer**

Tim Harvie, Chief Executive Officer

Business Telephone: 604-687-2038

Facsimile: 604-687-3141

**Item 9 Date of Report**

March 3, 2023