

**Form 51-102F3  
MATERIAL CHANGE REPORT**

**Item 1. Name and Address of Reporting Issuer**

Spotlite360 IOT Solutions, Inc. (the “**Company**”)  
Suite 810 - 789 West Pender Street  
Vancouver, BC V6C 1H2

**Item 2. Date of Material Change**

May 2, 2023

**Item 3. News Release**

A news release was disseminated on May 2, 2023 through Globe Newswire and subsequently filed on SEDAR.

**Item 4. Summary of Material Changes**

The Company announced that as a result of delays to its audit, the Company did not file its annual financial statements and accompanying management's discussion and analysis for the fiscal year ended December 31, 2022. The Company applied for, and was granted, a management cease trade order by the British Columbia Securities Commission.

**Item 5. Full Description of Material Change**

**5.1** On May 2, 2023, the Company announced that as a result of delays to its audit, the Company's annual financial statements and accompanying management's discussion and analysis for the fiscal year ended December 31, 2022 (the “Annual Filings”) will not be finalized by May 1, 2023, being the date that such filings are due under applicable Canadian securities law requirements. The Company has applied for, and has been granted, a management cease trade order (the “MCTO”) by the British Columbia Securities Commission.

The reason for the anticipated delay is due to the change of the Issuer's auditor in advance of the following the December 31, 2023 year-end which has resulted in enhanced quality controls, additional audit procedures and added complexities of auditing certain transactions during the financial year. The auditors have requested more time for partner and consultant review as part of those enhanced measures. The Company is working with its auditor (Reliant, Certified Public Accountants) to complete the audit in a timely manner.

The Company currently expects to file the Annual Filings on or before May 29, 2023 and will issue a news release announcing completion of such filings at such time. Until the Company files the Annual Filings, it will comply with the alternative information guidelines set out in National Policy 12-203 – Management Cease Trade Order for issuers who have failed to comply with a specified continuous disclosure requirement within the times prescribed by applicable securities laws. The guidelines, among other things, require the Company to issue bi-weekly

default status reports by way of a news release so long as the Annual Filings have not been filed.

During the MCTO, the general investing public will continue to be able to trade in the Company's listed common shares. However, the Company's Chief Executive Officer and Chief Financial Officer will not be able to trade in the Company's common shares.

**5.2 Disclosure for Restructuring Transaction**

Not applicable

**Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**Item 7. Omitted Information**

Not applicable.

**Item 8. Executive Officer**

For further information, please contact:  
Tim Harvey - Chief Executive Officer  
Business Telephone: 720-830-6120

**Item 9. Date of Report**

May 2, 2023