

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

Item 1 Name and Address of Company

Telecure Technologies Inc. (the “Company”)
1930 – 1177 West Hastings Street
Vancouver, BC V6E 3T4

Item 2 Date of Material Change

March 8, 2022

Item 3 News Release

The Company disseminated a news release announcing the material change described herein through the news dissemination services of Globe Newswire on March 8, 2022, and a copy was subsequently filed on SEDAR.

Item 4 Summary of Material Change

The Company issued an open letter to shareholders regarding the personal attacks made against members of management of the Company in connection with the lawsuit previously disclosed in the Company’s news releases of February 8, 2022, and March 2, 2022. The Company deems the lawsuit to be without merit and is responding in the appropriate legal and administrative forums.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Please see the news release attached as Schedule "A" for a full description of the material change.

5.2 Disclosure for Restructuring Transactions

Not applicable

Item 6 Reliance on Subsection 7.1(2) of National Instrument 51-102

The report is not being filed on a confidential basis.

Item 7 Omitted Information

No information has been omitted.

Item 8 Executive Officer

For further information, please contact Eli Dusenbury, Chief Financial Officer, at telephone number 604-398-3432.

Item 9 Date of Report

March 9, 2022

Schedule "A"

An Open Letter from our Chairman and Interim CEO

March 8, 2022

Vancouver, BC – Telecure Technologies Inc. (CSE: TELE) (FSE: 6MZ) (the “Company” or “Telecure”), provides the following open letter to shareholders.

Open letter to Telecure shareholders

Dear Telecure Shareholder,

Over the last number of weeks, a small group has taken to making outrageous personal attacks against those of us leading Telecure. My intent is to respond fully in the appropriate legal and administrative forums – in both Canadian and U.S. courts of law, and in proceedings before securities commissions. In the days and weeks ahead we will be taking aggressive action to ensure the full weight of the law is brought to bear on those responsible for the malicious statements made against us.

However, as the attacks have become more personal and my integrity has been questioned – and as the true motivations of the attackers have become clear – I felt I needed to publicly address this matter and so have prepared this open letter.

The motivation behind the unfounded, non-factual smear campaign

The attacks focus on matters related to MyApps, and began shortly after we identified financial misstatements at MyApps and engaged independent experts to carefully investigate these issues. As stated in our news release dated December 10, 2021:

“In preparing its third quarter financial results – the first since the completion of the plan of arrangement pursuant to which Telecure acquired the issued and outstanding securities of MyApps – Telecure's management became aware of three instances of incorrect classification under accounting standards by MyApps when it was a private company:

- the head office lease for MyApps met the definition of a lease under IFRS 16, *Leases*, resulting in the need to applying *lease* accounting and accordingly has amended the MyApps Amended Financial Statements to recognize a right-of-use asset and a lease liability on the balance sheet. The Company has also recognized depreciation on the right-of-use asset on a straight-line basis and interest expense on the lease liability;
- for the six months ended June 30, 2021, \$304,000 (three months ended March 31, 2021 - \$150,000) in loans to the Company from Telecure Technologies Inc. were previously recognized as revenues;
- for the six months ended June 30, 2021, \$148,716 (three months ended March 31, 2021 - \$74,358) in payments to certain officers of the Company were not disclosed as related party compensation.

The correct accounting for each of the above was included in Telecure's Q3 financial report for the nine months ended September 30, 2021.

In conjunction with the preparation of the Q3 financial report, the Audit Committee of the Board of Directors, with the assistance of special counsel, initiated an internal review ("Internal Review") in respect of these matters, which is currently ongoing.”

Among other motives, the attackers apparently have seller's remorse following the sale of MyApps to Telecure. But here is the truth:

1. Telecure's acquisition of MyApps was completed in August 2021.
2. The transaction was entered into willingly and negotiated fairly.
3. MyApps' senior leadership supported this transaction.
4. All involved parties benefited from the advice of independent legal counsel.
5. The transaction was approved by shareholders, regulators, and the Supreme Court of British Columbia.

The attackers have no legal basis for unwinding the transaction. So they are instead attacking my reputation, along with the reputations of certain of my fellow directors and the current management team. And they are deliberately trying to wreak havoc at Telecure. Some examples include:

MyApps Frivolous Lawsuit in Florida

MyApps, despite being a wholly-owned subsidiary of Telecure, purported in February 2022 to sue Telecure, its parent company. In and of itself, such an action is highly irregular. The lawsuit, which has since been removed to federal court, is infected with serious factual, legal and procedural problems that will be fully (and publicly) revealed in due course. Suffice it to say that this deeply flawed lawsuit was undertaken for improper purposes and is completely without merit.

Telecure's Intellectual Property and Web Domain

The Company is being prevented from accessing its own intellectual property, web domain and associated emails. As recently announced, the Company has set up a new website: www.telecuretech.com. This is the only website the Company controls.

As with all of these attacks, we will address this conduct in the appropriate form, but we call it out publicly now as another illustration of the type of unprofessional behaviour that Telecure is dealing with.

Looking ahead with confidence

I have full confidence in how I, my fellow directors (other than those engineering the above attacks), and the current management team at Telecure have conducted ourselves throughout the transaction with MyApps and thereafter. We have always acted in accordance with the highest of governance and ethical standards, and together we will defend the company and its leadership team forcefully in the law courts. With the facts on our side, we will not stand for Telecure's and our reputations continuing to be maligned, and will continue to take steps to hold our attackers to account. We have complete confidence that our actions will be vindicated through the legal proceedings that are ahead.

Ultimately, these outrageous attacks have given our leadership team additional confidence that we have made the right decisions throughout this saga, from taking decisive action when we identified financial misstatements at MyApps, to engaging independent experts to carefully investigate these issues.

Our message

To those continuing to make the totally unfounded allegations against us (and I am sure there will be even more in the days and weeks ahead): you will have to answer for these falsehoods in a court of law, and you will pay a high price for your misconduct.

To the investors in Telecure, and our other partners: thank you, and rest assured that those of us leading the company will continue to act with integrity, no matter the personal attacks we may face for having done the right thing.

Josh Rosenberg

CEO & Chairman of the Board of Directors

Contact

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Website: www.telecuretech.com

About Telecure Technologies Inc.

Telecure is a U.S. focused health IT company that specializes in using technology to make healthcare more accessible and efficient. Telecure offers customized solutions for telemedicine needs. Through an acquisition strategy and unique customization capabilities, Telecure is focused on advancing its patient and user base. The Company provides a complete telemedicine solution via its platforms CallingDr™ and FindingDr™.

Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable securities laws relating to statements regarding the Company's business and future of the Company's business and plans. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking information. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance and developments to differ materially from those contemplated by these statements. Except as required by law, the Company expressly disclaims any obligation and does not intend to update any forward-looking statements or forward- looking information in this news release. Although the Company believes that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct and makes no reference to profitability based on sales reported.

The Canadian Securities Exchange (CSE) has not reviewed, approved or disapproved the contents of this news release.