

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

Item 1 Name and Address of Company

BYT Holdings Ltd. (the “Company”)
80 Marine Parade Road #11-02
Parkway Parade Singapore 449269

Item 2 Date of Material Change

June 10, 2024

Item 3 News Release

The news release attached as Schedule “A” announcing the material changes described in this Material Change Report was filed on SEDAR+ under the Company’s profile on June 11, 2024.

Item 4 Summary of Material Change

On June 10, 2024, the Company amended and re-filed under its profile on SEDAR+ the documents described below. Please refer to the attached News Release for the material revisions made to each of the below document.

- MD&A for December 31, 2023
- MD&A for September 30, 2023
- Interim financial statements for March 31, 2023
- MD&A for March 31, 2023
- Annual financial statements for December 31, 2022
- MD&A for December 31, 2022
- Interim financial statements for September 30, 2022
- MD&A for September 30, 2022
- Interim financial statements for June 30, 2022
- MD&A for June 30, 2022
- Interim financial statements for March 31, 2022
- MD&A for March 31, 2022

- Annual financial statements for December 31, 2021
- MD&A for December 31, 2021

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

See the news release attached as Schedule “A” for a full description of the material change.

Item 5.2 Disclosure for Restructuring Transactions

Not applicable.

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

Not applicable.

Item 7 Omitted Information

No information has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Contact: Sunny Li, Executive Chairman and CEO
Telephone: +65 6902 6529

Item 9 Date of Report

June 12, 2024.

Schedule "A"
News Release

See attached.



BYT Refiles Previously Disclosed Annual Financial Statements, Interim Financial Statements and Management’s Discussion and Analysis

Vancouver, British Columbia, June 11, 2024 – BYT Holdings Ltd. (CSE: BYT) (“BYT” or the “Company”) has announced that as a result of a review by the British Columbia Securities Commission (“BCSC”), the Company is issuing the following press release to clarify its disclosure.

On December 1, 2021, the Company announced that its interim financial statements for the period ended September 30, 2021, including the related management discussion and analysis, and Chief Executive Officer and Chief Financial Officer certifications (collectively, the “**Continuous Disclosure Documents**”) were not filed by the required filing deadline of November 29, 2021. Consequently, the BCSC and the Ontario Securities Commission (“OSC”) issued cease trade orders (the “**CTOs**”) against the Company on December 3, 2021 for failing to file the Continuous Disclosure Documents in a timely manner.

The Company subsequently filed the Continuous Disclosure Documents and all overdue interim financial statements, including the related management discussion and analysis, and Chief Executive Officer and Chief Financial Officer certifications for periods March 31, 2022, June 30, 2022, and September 30, 2022 on March 17, 2023. The Company also filed its annual financial statements, including the related management discussion and analysis, and Chief Executive Officer and Chief Financial Officer certifications for periods for December 31, 2021 and December 31, 2022 on March 16, 2023 and April 28, 2023 respectively.

As at the date of this press release, the Company is current with all of its continuous disclosure obligations. However, following a review by the BCSC on the disclosures made by the Company during the CTOs, the Company has amended and refiled the following documents.

<u>Document</u>	<u>Material Revisions</u>
MD&A for December 31, 2023	<ol style="list-style-type: none">1) Included information pursuant to Item 1.3 of Form 51-102F1 that requires the company to provide certain financial data for each of the three most recently completed financial years;2) Included factors specific to fourth quarter pursuant to item 1.10 Fourth Quarter in Form 51-102F1.
MD&A for September 30, 2023	<ol style="list-style-type: none">1) Analysed the reasons for the fluctuation of financial performance.
Interim financial statements for March 31, 2023	<ol style="list-style-type: none">1) Disclosed details of administrative expenses;2) Disclosed revenues from external customers by country of domicile in accordance with Paragraph 53 of IFRS 8 Operating Segments and non-current assets location by



country of domicile in accordance with paragraph 53 of IFRS 8 Operating Segments.

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| MD&A for March 31, 2023 | <ol style="list-style-type: none">1) Disclosed details of administrative expenses;2) Provided analysis on the factors that caused quarterly fluctuation in financial performance in accordance with Item 1.5 of the Form 51-102F1;3) Provided analysis on the Company's liquidity position in accordance with Item 1.6 of Form 51-102F1;4) Provided analysis on the Company's capital resources in accordance with Item 1.7 of Form 51-102F1;5) Discussed related party transactions in accordance with Item 1.9 of Form 51-102F1. These are remuneration and social security paid to certain directors. |
| Annual financial statements for December 31, 2022 | <ol style="list-style-type: none">1) Amended auditor's report and financial statements to refer to each period for which the financial statements are presented (i.e. current and comparative year) in accordance with CAS 710 and guidance provided by CPA Canada Reporting Implications of the Canadian Auditing Standards;2) Disclosed CTOs issued by BCSC and OSC against the Company on December 3, 2021;3) Disclosed results of the special committee investigation announced on November 24, 2021;4) Disclosed details of administrative expenses in accordance with Paragraph 104 of IAS 1. |
| MD&A for December 31, 2022 | <ol style="list-style-type: none">1) Disclosed results of the special committee investigation announced on November 24, 2021;2) Disclosed details of administrative expenses;3) Disclosed details of operating expenses to explain that significant portion was due to bad debt written off and impairment in investment in associate;4) Disclosed reason for impairment in investment in associate;5) Provided analysis on the factors that caused quarterly fluctuation in financial performance in accordance with Item 1.5 of the Form 51-102F1;6) Provided analysis on the Company's liquidity position in accordance with Item 1.6 of Form 51-102F1;7) Provided analysis on the Company's capital resources in accordance with Item 1.7 of Form 51-102F1;8) Discussed related party transactions in accordance with Item 1.9 of Form 51-102F1. These are remuneration and social |



security paid to certain directors;

- 9) Discussed fourth quarter events that affected its financial performance in accordance with 1.10 of Form 51-102F1.

Interim financial statements for September 30, 2022

- 1) Disclosed details of administrative expenses;
- 2) Disclosed segmented information.

MD&A for September 30, 2022

- 1) Disclosed details of administrative expenses;
- 2) Provided analysis on the Company's liquidity position in accordance with Item 1.6 of Form 51-102F1;
- 3) Provided analysis on the Company's capital resources in accordance with Item 1.7 of Form 51-102F1;
- 4) Discussed related party transactions in accordance with Item 1.9 of Form 51-102F1. These are remuneration and social security paid to certain directors.

Interim financial statements for June 30, 2022

- 1) Disclosed details of administrative expenses;
- 2) Disclosed segmented information.

MD&A for June 30, 2022

- 1) Disclosed details of administrative expenses;
- 2) Provided analysis on the Company's liquidity position in accordance with Item 1.6 of Form 51-102F1;
- 3) Provided analysis on the Company's capital resources in accordance with Item 1.7 of Form 51-102F1;
- 4) Discussed related party transactions in accordance with Item 1.9 of Form 51-102F1. These are remuneration and social security paid to certain directors.

Interim financial statements for March 31, 2022

- 1) Disclosed details of administrative expenses;
- 2) Disclosed segmented information.

MD&A for March 31, 2022

- 1) Disclosed details of administrative expenses;
- 2) Provided analysis on the Company's liquidity position in accordance with Item 1.6 of Form 51-102F1;
- 3) Provided analysis on the Company's capital resources in accordance with Item 1.7 of Form 51-102F1;
- 4) Discussed related party transactions in accordance with Item 1.9 of Form 51-102F1. These are remuneration and social security paid to certain directors.



- Annual financial statements for December 31, 2021
- 1) Amended auditor's report to emphasize that the consolidated financial statements have been amended and that certain comparative information for the year December 31, 2020 has been restated. We would however like to draw your attention to the Company's press release dated April 12, 2024 where the Company announced that its former auditors, MNP LLP, have given notice that they have retracted their audit report dated April 30, 2021 (the "Audit Report") on the financial statements of BYT for the year ended December 31, 2020 (the "FYE 2020 Financials"). Accordingly, the Audit Report cannot be relied upon and cannot be associated with the FYE 2020 Financials;
 - 2) Disclosed details of administrative expenses in accordance with Paragraph 104 of IAS 1.
- MD&A for December 31, 2021
- 1) Disclosed details of administrative expenses;
 - 2) Provided details on the credit losses incurred during the year;
 - 3) Provided analysis on the factors that caused quarterly fluctuation in financial performance in accordance with Item 1.5 of the Form 51-102F1;
 - 4) Provided analysis on the Company's liquidity position in accordance with Item 1.6 of Form 51-102F1;
 - 5) Provided analysis on the Company's capital resources in accordance with Item 1.7 of Form 51-102F1;
 - 6) Discussed related party transactions in accordance with Item 1.9 of Form 51-102F1. These are remuneration and social security paid to certain directors;
 - 7) Disclosed information pursuant to Item 1.4(i) of Form 51-102F1.



About BYT Holdings

BYT's operations are based out of Singapore, with its primary business being to provide one-stop turnkey engineering, procurement, and construction management solutions that range from consultancy and design, to the construction of projects involving high technology production facilities, primarily in Singapore and other parts of Southeast Asia.

ON BEHALF OF BYT HOLDINGS

"Sunny Li"

Sunny Li
Executive Chairman

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statements

This news release contains forward-looking statements. Forward-looking statements are statements that contemplate activities, events or developments that BYT anticipates will or may occur in the future. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should, our vision" and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to the Company's future financial performance, financial statement filing, business development, results of operations, and financing and recapitalization opportunities, as well the evaluation of strategic alternatives. These forward-looking statements reflect BYT's current expectations based on information currently available to management and are subject to various risks and uncertainties that may cause outcomes to differ materially from those projected. Factors which may prevent the forward looking statements from being realized include, among others, risks associated with operating in foreign countries, risks associated with acquisitions, uncertainty and adverse change in the global economy, capital expenditure of its customers, early termination of its projects, costs overrun for its projects, delays in the completion of its projects, defect claims and disputed variation orders which will erode its profitability and performance of sub contractors. For additional risk factors, refer to BYT's continuous disclosure documents filed under its profile on SEDAR+ www.sedarplus.ca.

Readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. BYT disclaims any intention or obligation to update or revise such information, except as required by applicable law, and BYT does not assume any liability for disclosure relating to any other company mentioned herein.

SOURCE: BYT Holdings Ltd.

For further information, please contact: info@bytholdings.com