

**MARTELLO TECHNOLOGIES GROUP INC.**  
390 March Rd., Suite 110  
Ottawa, Ontario  
K2K 0G7

**MATERIAL CHANGE REPORT**

December 23, 2020

**Item 1.**                      **Name and Address of Company**

The name of the reporting issuer is Martello Technologies Group Inc. (the “**Issuer**” or “**Martello**”). Its head office is located at 390 March Rd., Suite 110 Ottawa, Ontario K2K 0G7.

**Item 2.**                      **Date of Material Changes**

The material change occurred on December 22, 2020.

**Item 3.**                      **News Releases**

The Issuer disseminated a News Release via Cision on December 22, 2020 and filed the News Release on SEDAR on December 22, 2020.

**Item 4.**                      **Summary of Material Changes**

The issuer announced the amendment (the “**Amendment**”) of certain terms of the Company’s stock option agreement with Niall Gallagher. The Amendment has been approved by the TSX Venture Exchange (the “**TSXV**”) and Martello’s Board of Directors (the “**Board**”).

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

A co-founder of Martello, Mr. Gallagher retired as VP Product Management on December 11, 2018, remaining a Director until Martello’s Annual General and Special Meeting on September 22, 2020, when he chose not to stand for re-election to the Board.

The Amendment applies to a total of 208,603 stock options (the “**Options**”), which were awarded during the period that Mr. Gallagher was a Director of Martello. The Amendment accelerates the vesting of 173,736 Options and extends the expiry dates of all 208,603 Options to September 22, 2021, being the 12-month anniversary of the date Mr. Gallagher ceased to be a Director of Martello and an Eligible Person under Martello’s stock option plan (the “**Plan**”). In accordance with the terms of the Plan, the Options would normally have expired 90 days from the date Mr. Gallagher ceased to be a Director of Martello, being December 21, 2020.

**Items 6 and 7.**            **Reliance on Subsection 7.1(2) of National Instrument 51-102 and Omitted Information**

The Issuer is not relying on sub-section 7.1(2) of National Instrument 51-102 or the equivalent provisions of the securities legislation in other jurisdictions governing the Issuer for the filing of this report nor is any information being omitted in reliance thereon.

**Item 8.**                    **Executive Officers**

For further information, please contact John Proctor, President and Chief Executive Officer of the Issuer, at 613-271-5989.

**Item 9.**                    **Date of Report**

Dated this 23rd day of December, 2020.