

MATERIAL CHANGE REPORT

1. Name and Address of Company:

Spectra Inc. (the "**Company**")
41 Horner Avenue, Unit 2
Etobicoke, ON M8Z 4X4

2. Date of Material Change:

June 28, 2019

3. News Release:

A news release was issued and disseminated through the facilities of a recognized newswire service on July 2, 2019 relating to the material change.

4. Summary of Material Change:

On June 28, 2019, the Company completed its non-brokered private placement offering (the "**Offering**") by issuing an aggregate of 16,600,000 Units (as defined below) at a price of \$0.05 per Unit for gross proceeds of \$830,000.00.

5. Full Description of Material Change:

5.1 Full Description of Material Change

On June 28, 2019, the Company announced that it had completed the Offering. Under the Offering, the Company issued 16,600,000 Units at a price of \$0.05 per Unit for gross proceeds of \$830,000. Each Unit consisted of one common share ("**Common Share**") in the capital of the Company and one-half of a Common Share purchase warrant (each a "**Warrant**" and together with the Common Shares, the "**Units**"). Each whole Warrant will entitle the holder thereof upon payment of \$0.075 to acquire one Common Share at any time prior to 5:00 p.m. (Calgary time) on December 28, 2020 (the "**Expiry Time**"). If, at any time after the Warrants are issued, the closing price of the Common Shares on the TSX Venture Exchange for any fifteen (15) consecutive trading days equals or exceeds \$0.12, the Company will have the option to, upon issuing a news release, accelerate the Expiry Time of the Warrants to 5:00 p.m. (Calgary time) on the date that is thirty (30) days following the date of such news release (the "**Accelerated Expiry Time**"). Any Warrant not exercised prior to the Expiry Time or the Accelerated Expiry Time, as applicable, shall be deemed to be void or of no further force and effect.

The Company intends to use the net proceeds of the offering to payout the royalty debenture of Spectra Products Inc. in the amount of \$652,065 due August 6, 2019 and for general corporate purposes.

The Common Shares and Warrants issued pursuant to the Offering are subject to a four month plus one day hold period.

5.2 Disclosure of Restructuring Transaction

Not applicable.

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

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer:

For further information, contact Andrew Malion, President of the Company, at 1-800-308-5255.

9. Date of Report:

July 4, 2019