

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

ITEM 1 Name and Address of Company

Novateqni Corporation. (the “Company”)
Bay 6, Suite 200, 4500 – 5th Street NE
Calgary, Alberta T2E 7C3

ITEM 2 Date of Material Change:

December 24, 2018

ITEM 3 News Release:

A press release was disseminated through thenewsire.ca on December 24, 2018.

ITEM 4 Summary of Material Change:

The Company announced that Gerhard Mynhardt has resigned as President and director of the Company, Jean Pomerleau has been appointed President and Director of the Company. Also the Company has transferred its Subsidiaries in order to go back to outsourcing for tender business.

ITEM 5 Full Description of Material Change:

5.1 – Full Description of Material Change:

Reference is made to the press release attached hereto.

5.1 – 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 material information has been omitted from this material change report on the basis that it is confidential information.

ITEM 8 Executive Officer:

For further information, please contact Larry Youell Chief Financial Officer of the Company, by email at info@novateqni.com.

ITEM 9 Date of Report:

Dated as of December 24, 2018

NOVATEQNI CORPORATE UPDATE AND BOARD AND MANAGEMENT CHANGES FOR IMMEDIATE RELEASE

December 24, 2018 – Calgary, Alberta – NovaTeqni Corporation (“**NovaTeqni**” or the “**Company**”) (TSXV - NTQ; OTCQB – NVTQF) provides the following update on Board, Management and Operations changes

Board Changes

The Company announces today that Gerhard Mynhardt has resigned as President, Chief Executive Officer and Director of Novateqni Corporation effective immediately.

Mr. Jean Pomerleau has been appointed to the Board of Directors to fill the vacancy created by the resignation of Mr. Mynhardt. Mr. Pomerleau will also serve as the Company’s President and Chief Executive Officer.

Mr. Pomerleau has been involved in public markets for over 20 years. Mr. Pomerleau has his own consulting company that assists companies in raising capital and development of their core assets.

Mr. Pomerleau along with the rest of the Board will be examining the current business of the Company and looking at other opportunities to move the Company forward.

Corporate Update

The Company has been examining various alternatives to reduce overhead and increase profitability. As a result, the Company has decided to return to an outsourcing model for any development and for any contracts that it is awarded in the future. The Company’s reliance on winning tenders, which are unpredictable, makes it very difficult to forecast revenues and to fund operations in between the winning of tenders which also vary in amounts.

As a first step to achieve the switch to an outsourcing model, Mr. Mynhardt, the Company’s former President and CEO, will be taking over ownership of the subsidiaries of the Company being Novateqni South Africa (Pty) Limited, Novateqni Hong Kong Limited and Novateqni USA LLC. Novateqni South Africa (Pty) Limited and Novateqni USA LLC will be transferred with an effective date of November 1, 2018 and Novateqni Hong Kong Limited will be transferred on or near January 1, 2019. In addition, Novateqni South Africa will be transferred the Company’s current Long Term Award contracts (“Long Term Awards”) and the warranty, service and support requirements of the Company’s recently completed Burkina Faso contract in addition to the Burkina Faso Contract itself in the event any future sales are generated from the award. No additional sales are anticipated from the Burkina Faso Contract at this time and all contract transfers are subject to approval by the awarding party. Novateqni South Africa (Pty) Limited will fund and execute any purchase orders received under the Long Term Awards and will fund and execute any additional sales under the Burkina Faso Contract. For transferring the various contracts, the Company will receive a 5% royalty on sales under the contracts. Novateqni South Africa (Pty) Limited will also fulfill all warranty and service and support requirements for the sales completed during 2018 at no cost to Novateqni. These actions reduce the monthly overhead of the Company and will help improve profitability while the Company pursues other contracts and reviews alternatives. In addition it removes any liability for warranty and service and support of the Burkina Faso contract from the Company. Novateqni will still be able to participate in the execution and funding of any outsourced contracts with terms to be negotiated on a case by case basis over and above the royalty indicated above.

About Novateqni

NovaTeqni is a technology based company that is focusing on biometrics and financial technologies. NovaTeqni provides solutions and products for voter validation, voter registration, financial transactions and biometric solutions.

For further information, please contact Jean Pomerleau, President of the Corporation, by email at info@novateqni.com.

Reader Advisory

Certain statements in this release are forward-looking statements, which includes, the reduction of expenses and increase in profitability, the expected outcomes of its business, and other matters. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such information can generally be identified by the use of forwarding looking wording such as "may", "expect", "estimate", "anticipate", "intend", "believe" and "continue" or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements will not occur. Forward-looking statement are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. These assumptions, risks and uncertainties include, among other things, the state of the economy in general and capital markets in particular, present and future business strategies, the environment in which the Company will operate in the future, and other factors, many of which are beyond the control of the Company. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks. Forward-looking statements are subject to a variety of risks and uncertainties, which could cause actual events, level of activity, performance or results to differ materially from those reflected in the forward-looking statements, including, without limitation: that laws and regulations may become more onerous; the ability of the Company to obtain necessary financing; the economy generally; the future growth, results of operations, performance and business prospectus and opportunities; changes in and the effect of government policies; demand for products; competition; anticipated and unanticipated costs; reliance on management; claims and legal proceedings; conflicts of interest; and market price and volatility of the Common Shares. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, technology failures, failure to obtain a license from Health Canada or from other government agencies, failure to develop new and innovative products, failure of counterparties to perform their contractual obligations and fees charged by service providers. Important factors that could cause actual results to differ materially from the Company's expectations include, litigation, global economic climate, loss of key employees and consultants, additional funding requirements, changes in laws, competition, and failure of counterparties to perform their contractual obligations. Forward looking statements contained in this news release are expressly qualified by this cautionary statement. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements contained in this news release are made as of the date of this news release. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to comment on the expectations of, or statements made by, third parties in respect of the matters discussed above

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