

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**1. Name and Address of Issuer**

illumina Holdings Inc. (the “**Issuer**”)  
70 University Ave., Suite 1200  
Toronto, Ontario M5J 2M4  
Phone: 416 218-9888

**2. Date of Material Change**

December 7, 2023.

**3. News Release**

A news release disclosing the material change referred to in this report was issued by the Issuer on December 7, 2023 and filed on SEDAR+.

**4. Summary of Material Change**

The Issuer announced that it will voluntarily file a Form 15F with the United States Securities and Exchange Commission (“**SEC**”) to terminate the registration of its common shares and its reporting obligations under the Securities Exchange Act of 1934 (“**Exchange Act**”).

The termination will become effective 90 days after the date of filing the Form 15F with the SEC, or within such shorter period as the SEC may determine. Upon filing of the Form 15F, the Issuer’s reporting obligations under the Exchange Act will be immediately suspended.

The Issuer’s shares will cease trading on the National Association of Securities Dealers Automated Quotations (“**NADAQ**”) but will continue to trade on the Toronto Stock Exchange under the ticker symbol “**ILLM**”.

**5.1 Full Description of Material Change**

Please see a copy of the Issuer’s press release dated December 7, 2023 and attached to this report as Schedule “A”.

**5.2 Disclosure of Restructuring Transactions**

Not applicable.

**6. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

Not applicable

**7. Omitted Information**

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

**8. Executive Officer**

For further information about this material change, please contact:

Elliot Muchnik  
Chief Financial Officer  
Elliot.Muchnik@illumina.com

illumina Holdings Inc.  
70 University Ave., Suite 1200  
Toronto, Ontario  
M5J 2M4

**9. Date of Report**

December 11, 2023

**Schedule "A"**

See attached.



## illumin Announces Intention to Voluntarily Terminate SEC Reporting Obligations

TORONTO, Dec. 07, 2023 -- illumin Holdings Inc. (TSX:ILLM) ("illumin" or the "Company") announced today that it will voluntarily file a Form 15F with the United States Securities and Exchange Commission (the "SEC") to terminate the registration of its common shares under Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and its reporting obligations under Section 13(a) and Section 15(d) of the Exchange Act.

Management of the Company believes that the costs associated with continuing the registration and reporting under the Exchange Act outweigh the benefits received by the Company from maintaining its registration.

The termination will become effective 90 days after the date of filing of the Form 15F with the SEC, or within such shorter period as the SEC may determine. Upon filing of the Form 15F, the Company's reporting obligations under the Exchange Act will be immediately suspended.

The Company's shares will continue to trade on the Toronto Stock Exchange under ticker symbol "ILLM", and the Company will continue to meet its Canadian continuous disclosure obligations through filings with the applicable Canadian securities regulators. All of the Company's filings can be found at the System for Electronic Document Analysis and Retrieval (SEDAR+) website at [www.sedarplus.com](http://www.sedarplus.com).

### About illumin:

illumin is a journey advertising platform that enables marketers to reach consumers at every stage of their journey by leveraging advanced machine learning algorithms and real-time data analytics. The Company's mission is to illuminate the path for brands to connect with their customers through the power of data-driven advertising. Headquartered in Toronto, Canada, illumin serves clients across North America, Latin America, and Europe.

For further information, please contact:

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### Disclaimer in regard to Forward-looking Statements

Certain statements included herein constitute "forward-looking statements" within the meaning of applicable securities laws. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies. In particular, this news release contains forward-looking statements and information relating to the Company's belief that the costs associated with continuing the registration and reporting under the Exchange Act outweigh the benefits received by the Company from maintaining its registration. Investors are cautioned not to put undue reliance on forward-looking statements. Except as required by law, illumin does not intend, and undertakes no obligation, to update any forward-looking statements to reflect, in particular, new information or future events.

For more complete information about the Company, please read our disclosure documents filed on EDGAR at [www.sec.gov](http://www.sec.gov) and SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com).