

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**Item 1 - Name and Address of Company:**

D-BOX Technologies Inc. (the “Company”)  
2172 rue de la Province  
Longueuil, Québec  
J4G 1R7

**Item 2 - Date of Material Change:**

December 20, 2021 (5:30pm).

**Item 3 - News Release:**

The Company issued a press release with respect to the material change described below on December 21, 2021 (8:00am) via Globe Newswire.

**Item 4 - Summary of Material Change:**

The Company announced changes to its Board of Directors.

**Item 5 - Full Description of Material Change:**

**5.1 Full Description of Material Change**

Zrinka Dekic was appointed to the Board of Directors, effective December 20, 2021. Ève Laurier resigned from the Board of Directors to pursue other interests.

**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:**

Not applicable.

**Item 8 - Executive Officer:**

For further information, please contact David Montpetit, Chief Financial Officer of the Company, at (450) 999-3216.

**Item 9 - Date of Report:**

December 21, 2021.