

**Material Change Report  
Form 51-102F3**

**Item 1      Name and Address of Company**

Quarterhill Inc. (“**Quarterhill**” or the “**Company**”)  
200 Bay Street, North Tower  
Suite 1200  
Toronto ON M5J 2J2  
Canada

**Item 2      Date of Material Change**

December 23, 2025

**Item 3      News Release**

A news release announcing the material change has been disseminated on December 23, 2025 and subsequently filed on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**Item 4      Summary of Material Change**

The Company announced that it is appointing Burland East to its board of directors, effective January 1, 2026.

**Item 5      Full Description of Material Change**

**5.1      Full Description of Material Change**

The Company announced that it is appointing Burland East to its board of directors, effective January 1, 2026.

Mr. East is the CEO of Soledad Realty Capital, LLC, an Advisor at Oxygen Investment Management, and a Member of the Board of Advisors and CFO of Unmanned Aerospace. He has over 30 years of experience on Wall Street as a Managing Director and as an NASD broker-dealer member-owner. Mr. East has led teams of securities analysts and investment bankers and has raised approximately \$20 billion in capital (primarily equity) from sophisticated investors globally across 142 large-scale real estate transactions, including 28 IPOs and other transactions. He holds an MBA, Finance from Loyola University Maryland.

**5.2      Disclosure for Restructuring Transactions**

Not applicable.

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

Not applicable.

**Item 7      Omitted Information**

Not applicable.

**Item 8 Executive Officer**

David Charron, Chief Financial Officer  
Tel: 1.416.418.3881

**Item 9 Date of Report**

December 23, 2025

**Forward-looking Information**

*This material change report contains forward-looking information and forward-looking statements within the meaning of applicable Canadian securities laws (collectively, "**forward-looking statements**"), including, without limitation, statements regarding the Company's positioning for future growth and success as well as the effective date for Mr. East's appointment. Such forward-looking statements relate to future events, conditions or future financial performance of Quarterhill based on management's current expectations, estimates, projections, assumptions and beliefs. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of any words such as "seek", "anticipate", "budget", "plan", "goal", "expect" and similar expressions.*

*Forward-looking statements involve known and unknown risks, assumptions, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Material risk factors that could cause actual results to differ materially from the forward-looking statements contained in this material change report include, among others; demand for Quarterhill's products and services; general economic and market conditions; competition; risks relating to technological advances and cyber-security; and other risks set forth in the Company's most recent annual information form available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The Company believes the expectations reflected in the forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this material change report should not be unduly relied upon. Material factors and assumptions used to develop the forward-looking statements contained in this material change report include, among others: Quarterhill's ability to attract talent and execute on its business plan; demand for Quarterhill's products and services; operating assumptions; and financial projections and cost estimates. These foregoing lists are not exhaustive.*

*Additional information on these and other factors which could affect the Company's operations or financial results are included in the Company's most recent annual information form and other public documents on file with the Canadian Securities regulatory authorities on [www.sedarplus.ca](http://www.sedarplus.ca). The forward-looking statements represent the Company's views as at the date of this material change report. There can be no assurance that forward-looking statements will prove to be accurate, as actual events and future events could differ materially from those anticipated in such statements. Readers should not place undue reliance on any forward-looking statement. The Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities law.*