

MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 **Name and Address of Company**

NTG Clarity Networks Inc. (the “**Company**” or “**NTG**”)
2820 Fourteenth Avenue, Suite 202
Markham, Ontario L3R 0S9

Item 2 **Date of Material Change**

The material change occurred on September 27, 2024.

Item 3 **News Release**

NTG issued a press release relating to the material change described herein on September 27, 2024 through The Newswire.

Item 4 **Summary of Material Change**

The Company announced that it has closed a brokered private placement of units pursuant to the listed issuer financing exemption. The Company issued 3,720,000 units at a price of C\$1.40 per unit. Each unit consists of one (1) common share in the capital of the Company and one half (1/2) common share purchase warrant. Each whole warrant is exercisable into one (1) common share at a price of C\$2.00 per warrant share for a period of twenty-four (24) months following the closing date.

Item 5 **Full Description of Material Change**

The Company announced that it has closed its brokered private placement. Canaccord Genuity Corp. (the “**Agent**”) acted as the sole agent and bookrunner for the private placement, pursuant to which NTG issued an aggregate of 3,720,000 units (the “**Units**”) at a price of C\$1.40 per Unit, for aggregate gross proceeds of C\$5,208,000.00 (the “**Offering**”).

Each Unit consists of one (1) Common Share (a “**Common Share**”) and one-half (1/2) of one Common Share purchase warrant of the Company (each whole Common Shares purchase warrant, a “**Warrant**”). Each Warrant is exercisable to acquire one Common Share of the Company (a “**Warrant Share**”) at a price of C\$2.00 per Warrant Share for a period of twenty-four (24) months following the closing date.

The Units were issued pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – *Prospectus Exemptions*. The securities offered under the listed issuer financing exemption will not be subject to a hold period, in accordance with applicable Canadian securities laws.

The Company intends to use the proceeds of the Offering to support the expansion and delivery of digital transformation solutions through the Company’s Egypt Offshore Centre, the Saudi sales and for working capital and general corporate purposes.

In connection with the Offering and as consideration for their services, the Company paid to the Agent a cash commission of up to 6.0% of the aggregate gross proceeds of the Offering and issued to the Agent non-transferable warrants of the Company (the “**Broker Warrants**”).

in an amount equal to 6.0% of the number of Units issued under the Offering. Each Broker Warrant entitles the holder thereof to acquire one Common Share at a price of C\$1.40, subject to adjustment in certain events, at any time on or before September 27, 2026.

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 Kristine Lewis, President of the Company at (905) 305-1325.

Item 9 Date of Report

This report is dated October 3, 2024.