

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

GTEC Holdings Ltd. (the “Company”)
1632 Dickson Avenue, Suite 335
Kelowna, BC V1Y7T2

Item 2 Date of Material Change

December 12, 2018

Item 3 News Release

A news release was issued by the Company on December 12, 2018 through the newswire services of CISION and was filed under the Company’s profile on the System for Electronic Document Analysis and Retrieval.

Item 4 Summary of Material Change

The Company’s common shares have been approved for up-listing of trading on the OTCQB Venture Exchange under the stock symbol "GGTTF".

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

A full copy of the news release is attached hereto as Schedule “A”

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

Norton Singhavon, Chief Executive Officer
Telephone: 1-778-760-8338

Item 9 Date of Report

December 18, 2018

SCHEDULE “A”

GTEC Holdings Announces OTCQB Listing and DTC Eligibility

Kelowna, B.C. – December 12, 2018 – GTEC Holdings Ltd. (TSXV: **GTEC**) (OTCQB: **GGTTF**) (“**GTEC**” or the “**Company**”), a specialized and vertically integrated premium cannabis company, is pleased to announce that its common shares have been approved for up-listing of trading onto the OTCQB Venture Market (“**OTCQB Venture**”), a US trading platform that is operated by the OTC Markets Group in New York. Effective immediately, the Company will commence trading on the OTCQB under the symbol "GGTTF". The Company's common shares will continue to trade on the TSX Venture Exchange under the symbol "GTEC". In addition, the Company is pleased to announce that it has received DTC eligibility by The Depository Trust Company (“**DTC**”) for electronic settlement and transfer of its common shares in the United States.

The OTCQB is the premier marketplace for entrepreneurial and development stage US and international companies that are committed to providing a high-quality trading and information experience for their US investors. To be eligible, companies must be current in their financial reporting, pass a minimum bid price test, and undergo an annual company verification and management certification process. The OTCQB quality standards provide a strong baseline of transparency, as well as the technology and regulation to improve the information and trading experience for investors. The ability to have the Company's shares electronically transferred between brokerages in the US is significantly more convenient and reduces the costs incurred in trading shares. When shares are able to trade electronically, existing investors benefit from greater liquidity and execution speeds, while opening the door to new investors that may have been previously restricted from the Company's shares.

The DTC is a subsidiary of the Depository Trust & Clearing Corporation (“**DTCC**”), and manages the electronic clearing and settlement of publicly traded companies. Securities that are eligible to be electronically cleared and settled through the DTC are considered “DTC eligible.” This electronic method of clearing securities speeds up the receipt of stock and cash, and thus accelerates the settlement process for investors and brokers reducing transactional costs for participating brokerage firms, enabling the stock to be traded over a much wider selection of brokerage firms by coming into compliance with their requirements.

About GTEC

GTEC Holdings is a specialized craft cannabis company dedicated to cultivating premium quality cannabis in purpose-built indoor facilities. The company is vertically integrated across all major sectors of the Canadian cannabis industry and holds Cultivation, Extraction and Analytical testing licenses. The management team is comprised of a diverse skill set sourced from leading global food & beverage and premium alcohol companies. GTEC’s retail division is pursuing licensing for over 35 recreational cannabis stores across Western Canada. GTEC’s premium indoor cannabis will be marketed and sold under its flagship trademarked brands; BLK MKT™; Tenzo™, GreenTec™, cognōscente™, FN™, and Treehugger™. The Company is actively pursuing sales and distribution opportunities across all major business channels: medical, recreational, B2B and export. GTEC is a publicly traded corporation, listed on the TSX Venture Exchange and the OTCQB Venture Market. The Company is headquartered in Kelowna, British Columbia.

To view more about the company or to request our most recent corporate presentation, please visit our website at www.gtec.co.

TSX Venture – Symbol: **GTEC**

OTCQB Venture – Symbol: **GGTTF**

On behalf of the board,

Norton Singhavon
Founder, Chairman & CEO
ns@gtec.co

Michael Blady
Co-Founder & Vice President
mb@gtec.co

For additional information please contact:

GTEC Holdings Ltd.
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Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION:

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties, and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business, economic, competitive, political and social uncertainties; delay or failure to receive board, shareholder or regulatory approvals, where applicable and the state of the capital markets. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.