

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

Advent-AWI Holdings Inc.
Unit 719 – 550 West Broadway
Vancouver, BC V5Z 0E9

Item 2. Date of Material Change

December 13, 2021

Item 3. News Release

A News Release dated and issued December 17, 2021 at Vancouver, British Columbia, through Canada Stockwatch, Market News and SEDAR.

Item 4. Summary of Material Change

Advent-AWI Holdings Inc. declares special dividend.

Item 5. Full Description of Material Change

See news release, a copy of which is attached hereto.

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

Alice Chiu, President, CEO & Director
Telephone: 604.428.0028

Item 9. Date of Report

December 17, 2021

Advent-AWI Holdings Inc.
Unit 719 – 550 West Broadway
Vancouver, BC V5Z 0E9

Advent-AWI Holdings Inc. Announces Change of Auditor

Vancouver, BC, Canada, December 17, 2021 – Advent-AWI Holdings Inc. (the “Company”) (TSXV:AWI) announces that the Company has changed its external auditors from PricewaterhouseCoopers LLP, Chartered Professional Accountants (the “Former Auditor”) to MNP LLP, Chartered Accountants (the “Successor Auditor”).

At the request of the Company, the Former Auditor resigned as auditor of the Company and the Board of Directors of the Company, on the recommendation of the Company’s Audit Committee, has appointed the Successor Auditor as the Company’s external auditor in place the Former Auditor effective December 13, 2021.

There were no reservations or modified opinions in any of the Former Auditor’s audit reports in connection with the Company’s two most recently completed fiscal years ended December 31, 2020 and 2019. The Company confirms there are no “reportable events” (as that term is defined in National Instrument 51-102 - Continuous Disclosure Obligations) between the Company and the Former Auditor, and in its opinion, there are no reportable events pending.

All procedures have been followed under National Instrument 51-102 regarding the change of auditor, and as required, the Change of Auditor Notice, together with the required letters from each of the Former Auditor and the Successor Auditor have been filed under the Company’s profile on SEDAR.

On Behalf of the Board of Directors

“Alice Chiu”

Alice Chiu
President, CEO & Director

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

Forward-looking information

All statements included in this press release that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future are forward-looking statements. These forward-looking statements involve numerous assumptions made by the Company based on its experience, perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. In addition, these statements involve substantial known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will prove inaccurate, certain of which are beyond the Company’s control. Readers should not place undue reliance on forward-looking statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date hereof or to revise them to reflect the occurrence of future unanticipated events.