

**FORM 51-102F3
MATERIAL CHANGE REPORT**

Item 1 – Name and Address of Company

Quarterhill Inc. (the “Company”)
30 Duke Street West, Suite 604
Kitchener, ON N2H 3W5 Canada

Item 2 – Date of Material Change

June 17, 2020

Item 3 – News Release

The Company disseminated a news release by Canada News Wire on June 17, 2020, a copy of which is attached at Exhibit “A” to this Material Change Report.

Item 4 – Summary of Material Change

The Company announced that its Wi-LAN Inc. subsidiary had been issued a final judgment in litigation against Apple Inc. in the amount of US\$108.98 million in damages and pre-judgment interest for infringement of two United States patents.

Item 5 – Full Description of Material Change

On June 17, 2020, the Company provided an update on ongoing litigation between its subsidiary Wi-LAN Inc. and Apple Inc. The Company announced that on June 16, 2020 the United States District Court of the Southern District of California ruled on all post-trial motions in this matter and entered final judgment in favour of Wi-LAN Inc. including awarding an additional amount of US\$23.75 million as pre-judgment interest over and above previously announced damages awarded in the trial. The Company also announced that Wi-LAN Inc. would be entitled to post-judgment interest from June 16, 2020 until the final judgment was satisfied and that additional royalties due for products released by Apple during the pendency of this litigation would have to be separately accounted. The Company further announced that each party in the litigation may appeal the final judgment to the United States Court of Appeals for the Federal Circuit within 30 days of its entry.

Item 6 – Reliance on subsection 7.1(2) of National Instrument 51-102

N/A

Item 7 – Omitted Information

N/A

Item 8 – Executive Officer

Prashant R. Watchmaker, Senior Vice-President & General Counsel
(613) 688-4331

Item 9 – Date of Report

June 25, 2020

EXHIBIT "A"

WiLAN Issued Final Judgment Against Apple Totaling \$108.98 Million

OTTAWA, ON, June 17, 2020 /CNW/ - Wi-LAN Inc. ("WiLAN"), a Quarterhill Inc. ("Quarterhill") company (TSX: QTRH) (OTCQX: QTRHF), today provided an update on its ongoing litigation with Apple Inc. ("Apple"). All dollar amounts are in U.S. dollars unless otherwise indicated.

Following a jury verdict win on January 24, 2020 of \$85.23 million in a damages-only re-trial in the United States District Court for the Southern District of California (the "Court"), the Court ruled late yesterday on all post-trial motions and entered final judgment in favor of WiLAN, maintaining the full jury verdict and denying Apple's motions for retrial or lowering the damages award (the "Final Judgment"). The Court also awarded WiLAN an additional amount of \$23.75 million in pre-judgment interest. The total award in the Final Judgment stands at \$108.98 million and WiLAN is entitled to post-judgment interest from June 16, 2020 until the date this Final Judgment is satisfied. In addition, as indicated in the Court's Final Judgment, there are additional royalties for products which Apple released during the pendency of the litigation that will have to be accounted for separately.

Both parties may appeal the Final Judgment, in part or in whole, to the Court of Appeals for the Federal Circuit and have 30 days to do so.

About WiLAN

WiLAN, a Quarterhill company, is one of the most successful patent monetization companies in the world and partners with its customers to unlock the value of intellectual property through various patent monetization models. WiLAN operates in a variety of markets including automotive, digital television, Internet, medical, semiconductor and wireless communication technologies. For more information: www.wilan.com.

About Quarterhill

Quarterhill is focused on the disciplined acquisition, management and growth of companies in dedicated technology areas including, vertical market software and solutions, intelligent industrial systems and innovation and licensing. Quarterhill's emphasis is on seeking out acquisition opportunities at reasonable valuations that provide a foundation for recurring revenues, predictable cash flows and margins, profitable growth, intimate customer relationships and dedicated management teams. Quarterhill is listed on the TSX under the symbol QTRH and on the OTCQX under the symbol QTRHF. For more information: www.quarterhill.com

Forward-looking Information

This news release contains forward-looking statements and forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and other United States and Canadian securities laws. Forward-looking statements and forward-looking information are based on estimates and assumptions made by Quarterhill in light of its experience and its perception of historical trends, current conditions, expected future developments and the expected effects of new business strategies, as well as other factors that Quarterhill believes are appropriate in the circumstances. Many factors could cause Quarterhill's actual performance or achievements to differ materially from those expressed or implied by the forward-looking statements or forward-looking information. Such factors include, without limitation, the risks described in Quarterhill's February 27, 2020 annual information form for the year ended December 31, 2019 (the "AIF"). Copies of the AIF may be obtained at www.sedar.com. Quarterhill recommends that readers review and consider all of these risk factors and notes that readers should not place undue reliance on any of Quarterhill's forward-looking statements. Quarterhill has no intention, and undertakes no obligation, to update or revise any forward-looking statements or forward-looking information, whether as a result of new information, future events or otherwise, except as required by law.

All trademarks and brands mentioned in this release are the property of their respective owners.

View original content:

<http://www.prnewswire.com/news-releases/wilan-issued-final-judgment-against-apple-totaling-108-98-million-301078431.html>

SOURCE Wi-LAN Inc.

View original content: <http://www.newswire.ca/en/releases/archive/June2020/17/c1328.html>

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For further information: Dave Mason, T: 613.688.1693, E: ir@quarterhill.com

CO: Wi-LAN Inc.

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