

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

Item 1 – Name and Address of Company

Quarterhill Inc. (the "**Company**")
25 King Street West, Suite 1101
Toronto, ON M5L 2A1 Canada

Item 2 – Date of Material Change

December 15, 2021

Item 3 – News Release

The Company disseminated a news release by Canada News Wire on December 15, 2021, a copy of which is attached at **Exhibit "A"** to this Material Change Report (the "**Press Release**").

Item 4 – Summary of Material Change

The Company announced that: (1) its Board of Directors had approved a plan to accelerate the Company's transition into a growth-oriented business focused on the Intelligent Transportation Systems industry; (2) Bret Kidd, the current chief executive officer of the Company's Electronic Transaction Consultants, LLC subsidiary was promoted to Chief Executive Officer of the Company; (3) Paul Hill, the Company's current Chief Executive Officer will be leaving the Company and resigning from the Company's Board of Directors effective immediately; and (4) the Company planned to hire investment bankers to conduct a strategic review of its Wi-LAN Inc. subsidiary.

Item 5 – Full Description of Material Change

On December 15, 2021, the Company announced that:

- (1) its Board of Directors (the "**Board**") had approved a plan to accelerate the Company's transition into a growth-oriented business focused on the Intelligent Transportation Systems industry through its Electronic Transaction Consultants, LLC ("**ETC**") and International Road Dynamics Inc. subsidiaries;
- (2) Bret Kidd, ETC's current chief executive officer was promoted to Chief Executive Officer of the Company effective immediately and would be appointed to the Board;
- (3) Paul Hill, the Company's current Chief Executive Officer will be leaving the Company and resigning from the Board effective immediately; and
- (4) the Company planned to hire investment bankers to conduct a strategic review of its Wi-LAN Inc. subsidiary in the coming weeks, which review would consider alternatives which may include changes to its corporate structure, the acquisition or disposition of assets, a going private transaction, joint ventures, its sale and alternative operating models among other potential alternatives;

with complete details of the foregoing set out in the copy of the Press Release attached at **Exhibit "A"**.

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 & Corporate Secretary
(613) 688-4331

Item 9 – Date of Report

December 22, 2021

EXHIBIT "A"

Quarterhill Accelerates ITS Focus with Announcement of Management Change and Strategic Review of WiLAN

- Bret Kidd, the current CEO of subsidiary Electronic Transaction Consultants (ETC) appointed CEO of Quarterhill replacing Paul Hill effective immediately
- Quarterhill to combine its corporate office with the office of ETC
- Quarterhill to Seek Strategic Alternatives for WiLAN

TORONTO, Dec. 15, 2021 /CNW/ - Quarterhill Inc. ("Quarterhill") (TSX: QTRH) (OTCQX: QTRHF), announces that its Board of Directors (the "Board") has approved a plan to accelerate the company's transition into a growth-oriented business focused on the exciting Intelligent Transportation Systems ("ITS") industry.

The global ITS industry is projected to grow from \$45B in 2020 to \$90B in 2025, a 15% CAGR. ITS has significant tailwinds; governments face massive declines in traditional infrastructure funding sources and are turning to tolling and other forms of mobility user fees to fill the gaps. At the same time, advances in mobility technology are enabling public policies around congestion management, safety and sustainability in ways that weren't possible just a few years ago. These same technologies are improving convenience and choices for consumers and businesses with ever smarter vehicles and "Mobility as a Service" models that enable transportation to be purchased exactly how and when it's needed.

The new Quarterhill is committed to global leadership in ITS and will operate through two main divisions, Electronic Transaction Consultants ("ETC") and International Road Dynamics ("IRD"). Quarterhill will continue to develop its ITS platforms with ETC focusing on tolling and IRD focusing on commercial vehicle operations and enforcement technologies.

Effectively immediately the Board is pleased to announce that Bret Kidd, the current CEO of ETC will be promoted to CEO of Quarterhill and will be appointed to the Quarterhill Board. Bret will also continue as interim CEO of ETC until a successor is appointed.

Bret joined ETC as CEO in 2019, with 25 years of experience leading technology services businesses in the travel, transportation and public sectors. His transportation experience includes executive roles at EDS, where he led the Travel and Transportation portfolio, and at Travelport, a \$2B travel technology business, where he served as President of Travelport Americas and led its global Airline IT, SaaS and analytics business unit. Bret's government-industry experience includes creating and leading Hewlett Packard's Global Public Sector unit, spearheading aviation security initiatives at EDS following the 9-11 attacks and working on Capitol Hill for U.S. Senator Phil Gramm. Bret earned a BBA from Texas A&M and an MBA from Harvard Business School.

Mr. Kidd will continue to drive Quarterhill's growth in the ITS space via both organic and inorganic means, and in the coming months, he will integrate Quarterhill's corporate office with ETC's corporate office, which is located in Richardson, Texas, just north of Dallas.

"Bret has the industry expertise, operational experience and growth track record to lead Quarterhill in its next phase," said John Gillberry, Chair of Quarterhill. "We believe the best way to take advantage of our ITS opportunity is to drive our growth and future earnings through the operating companies, led by individuals who are immersed in the industry and who have their finger on the pulse of the business while monitoring critical technology changes and the evolving nature of the industry. To this end, Bret fits the bill."

Paul Hill will be leaving the employ of Quarterhill effective immediately and will be resigning from the Quarterhill Board. The Board is grateful to Mr. Hill for his significant contributions since commencing employment in June 2020 and wishes him the very best in his future endeavors.

WiLAN Strategic Review

Quarterhill plans to hire investment bankers in the coming weeks to conduct a strategic review of WiLAN Inc. ("WiLAN"). Strategic alternatives to be considered may include changes to the corporate structure of WiLAN, the acquisition or disposition of assets, a going private transaction, joint ventures, the sale of WiLAN, alternative operating models, among other potential alternatives. There can be no assurance that this strategic review process will result in the completion of any transaction or other alternative. A special committee of the Board, working closely with Mr. Kidd will oversee this strategic review of WiLAN over coming months.

Quarterhill will provide additional details by way of press release as this process progresses over the coming months.

Conference Call Details

Quarterhill's Chair John Gillberry and CEO, Bret Kidd will host a conference call today at 8:30am ET to discuss these corporate developments.

Webcast Information

The live audio webcast will be available at: https://produceredition.webcasts.com/starthere.jsp?ei=1519718&tp_key=2f1ac0a840

Dial-in Information

- To access the call from Canada and U.S., dial 1-888-664-6392 (Toll Free)
- To access the call from other locations, dial 416-764-8659 (International)

Replay Information

Webcast replay will be available for 90 days at: https://produceredition.webcasts.com/starthere.jsp?ei=1519718&tp_key=2f1ac0a840

Telephone replay will be available from 1:00 p.m. ET on December 15, 2021, until 11:59 p.m. ET on December 22, 2021, at: 1-888-390-0541 (Toll Free North America) or 416-764-8677 (International). Replay Passcode is 355015.

About Electronic Transaction Consultants, LLC

ETC is a leading U.S. intelligent transportation systems and smart mobility provider, developing and delivering best-in-class solutions for tolling, congestion management, urban mobility, and multimodal transportation needs. ETC's passionate and innovative team has been driving the future of mobility since 1999, with many industry firsts, including all-electronic tolling (AET), dynamic pricing, agency interoperability, hosted mobility solutions and machine learning.

For over two decades, ETC has delivered sophisticated solutions to many of the largest toll authorities in the U.S., including statewide programs, county networks and tolling-specific authorities. ETC's solutions process over two billion transactions annually, totaling over \$3 billion in customer revenues, incorporating the latest in evergreen open-source and SaaS technologies and Big Data architecture through our innovative riteSuite™ products. For more information on our products and services, please visit www.etc.com.

About International Road Dynamics Inc.

IRD is a dynamic technology company engaged in developing key components and advanced systems for the next generation of transportation networks. Together with subsidiaries PAT Traffic, ICOMS Detections, SensorLine and VDS, IRD supplies Intelligent Transportation Systems (ITS) to private corporations, transportation agencies, and highway authorities around the world. IRD's systems make highways safer, greener, and more efficient. Known globally as a trusted partner providing sales, service, and installation support on major ITS projects for over 40 years, IRD contributes to creating smarter cities by empowering engineering and urban planning professionals to access reliable traffic data. For more information: www.irdinc.com

About WiLAN Inc.

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 Inc.

Quarterhill is a growth-oriented company in the Intelligent Transportation System (ITS) industry as well as, through its Wi-LAN Inc. subsidiary, a leader in Intellectual Property licensing. Our goal is to execute an investment strategy that capitalizes on attractive growth opportunities within ITS - and its adjacent markets - to become a global leader in that industry. Quarterhill is listed on the TSX under the symbol QTRH and on the OTCQX Best Market under the symbol QTRHF. For more information: www.quarterhill.com

Forward-looking Information

This news release contains forward-looking statements regarding IRD, Quarterhill and their businesses. Forward-looking statements are based on estimates and assumptions made by IRD and/or Quarterhill in light of their experience and perception of historical trends, current conditions, expected future developments and the expected effects of new business strategies, as well as other factors that IRD and/or Quarterhill believe are appropriate in the circumstances. The forward-looking events and circumstances discussed herein may not occur and could differ materially as a result of known and unknown risk factors and uncertainties affecting IRD and/or Quarterhill, including: potential risks and uncertainties relating to the ultimate geographic spread of the novel coronavirus ("COVID-19"); the severity of the disease; the duration of the COVID-19 outbreak; actions that may be taken by governmental authorities to contain the COVID-19 outbreak or to treat its impact; the potential negative impacts of COVID-19 on the global economy and financial markets and any resulting impact on IRD and/or Quarterhill and/or their businesses. Other factors include, without limitation, the risks described in Quarterhill's March 11, 2021 annual information form for the year ended December 31, 2020 (the "AIF"). Copies of the AIF may be obtained at www.sedar.com. IRD and Quarterhill recommend that readers review and consider all of these risk factors and notes that readers should not place undue reliance on any of IRD's forward-looking statements. IRD has no intention, and undertakes no 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.

View original content:

<https://www.prnewswire.com/news-releases/quarterhill-accelerates-its-focus-with-announcement-of-management-change-and-strategic-review-of-wilan-301445106>

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For further information: For media and investor inquiries, please contact: Dave Mason, Investor Relations, T: 416.247.9652, E: ir@quarterhill.com

CO: Quarterhill Inc.

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