

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

Item 1 Name and Address of Company

Quarterhill Inc. (“**Quarterhill**” or the “**Company**”)
200 Bay Street, North Tower
Suite 1200
Toronto ON M5J 2J2
Canada

Item 2 Date of Material Change

May 12, 2025

Item 3 News Release

A news release announcing the material change has been disseminated on May 12, 2025 and subsequently filed on SEDAR+ at www.sedarplus.ca.

Item 4 Summary of Material Change

Effective May 12, 2025, the following individuals were nominated to the Company’s board of directors (the “**Board**”): Asha Daniere, Pasquale T. (Pat) Deon, Rusty Lewis, Chuck Myers, Robin Saunders and Stephen A. Smith. Effective May 12, 2025, each of Roxanne Anderson, William Morris, Pamela Steer, and Anna Tosto ceased to be members of the Board.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

Appointment of New Directors

At the Company’s Annual General and Special Meeting held May 12, 2025, the Company’s shareholders approved a new slate of directors of the Board, comprised of Asha Daniere, Pasquale T. (Pat) Deon, Rusty Lewis, Chuck Myers, Robin Saunders, and Stephen A. Smith. Effective the same date, each of Roxanne Anderson, William Morris, Pamela Steer, and Anna Tosto ceased to be members of the Board.

5.2 Disclosure for Restructuring Transaction

Not applicable.

Item 6 Reliance on Section 7.1(2) of National Instrument 51 102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Morgan Demkey, Interim-Chief Financial Officer and Vice President Operations (Safety &

Enforcement)
Tel: 1-639-317-4566
Email: mdemkey@quarterhill.com

Item 9 Date of Report

May 20, 2025