

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Photon Control Inc. (the "Company")
130 – 13500 Verdun Place
Richmond, British Columbia
Canada V6V 1V2

Item 2 Date of Material Change

December 3, 2018

Item 3 News Release

News release dated December 3, 2018 was disseminated through Canada News Wire and filed on SEDAR.

Item 4 Summary of Material Change

On December 3, 2018, the Company announced that Scott Edmonds had departed from the Company as Director, President and Chief Executive Officer. D. Neil McDonnell, Chair of the Board of Directors, will assume the role of Interim CEO.

Item 5.1 Full Description of Material Change

On December 3, 2018, the Company announced that Scott Edmonds had departed from the Company as Director, President and Chief Executive Officer to pursue other interests. D. Neil McDonnell, Chair of the Board of Directors, will assume the role of Interim CEO, and Ronan McGrath, Chair of the Audit Committee, will serve as Lead Independent Director.

Mr. McDonnell is a recognized leader in the Canadian technology industry and brings significant leadership experience to his role as Interim CEO. He is currently a Director of Symbolity Software, Director of Espial, Chair of EDP Software and was formerly Chair of Agreement Express, Executive Chair of ResponseTek, and Chair of QHR Technologies. Mr. McDonnell's past CEO experiences include Wurldtech Security Technologies, TeraSpan Networks and Intrinsyc Software.

Item 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

Daniel Lee
Chief Financial Officer
Telephone: 1.604.900.3150

Item 9

Date of Report

December 3, 2018