MATERIAL CHANGE REPORT
Form 51-102F3

Item 1 Name and Address of Company

NTG Clarity Networks Inc. (the "**Company**" or "**NTG**")
2820 Fourteenth Avenue, Suite 202
Markham, Ontario L3R 0S9

Item 2 Date of Material Change

The material change occurred on March 18, 2024.

Item 3 News Release

NTG issued a press release relating to the material change described herein on March 18, 2024 through The Newswire.

Item 4 Summary of Material Change

NTG announced that it plans to proceed with a consolidation of its outstanding common shares on the basis of one (1) post-consolidation common share for every five (5) pre-consolidation common shares.

Item 5 Full Description of Material Change

5.1 Full Description of Material Change

NTG announced that it plans to proceed with a consolidation of its outstanding common shares ("**Shares**") on the basis of one (1) post-consolidation Share for every five (5) pre-consolidation Shares (the "**Consolidation**").

The Consolidation was approved by shareholders at the annual and special meeting of shareholders held on July 7, 2023. The Shares were expected to began trading on a consolidated basis on the TSX Venture Exchange on March 20, 2024.

As a result of the Consolidation, the number of issued and outstanding Shares will be reduced from 187,672,355 Shares to 37,534,471 Shares, subject to treatment of fractional Shares.

Any fractional interest in Shares that is less than 0.5 of a Share resulting from the Consolidation will be rounded down to the nearest whole Share and any fractional interest in Shares that is 0.5 or greater of a Share will be rounded up to the nearest whole Share.

The new CUSIP number for the post-consolidation Shares is 62940V203 and the new ISIN number is CA62940V2030.

Shareholders who hold their Shares in brokerage accounts are not required to take any action to affect an exchange of their Shares.

Registered shareholders will receive a letter of transmittal from Odyssey Trust Company, the Company's transfer agent. The letter of transmittal will contain instructions on how registered shareholders can exchange their share certificates representing pre-consolidation Shares for new certificates representing post-consolidation Shares. Until surrendered, each share certificate representing pre-consolidation Shares will represent the number of whole post-consolidation Shares to which the holder is entitled as a result of the Consolidation.

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**

For further information, please contact Kristine Lewis, President of the Company at (905) 305-1325.

Item 9 **Date of Report**

This report is dated March 26, 2024.