

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

ITEM 1 Name and Address of Company:

FLYHT Aerospace Solutions Ltd.
500, 1212 – 31 Avenue NE.
Calgary, Alberta
T2E 7S8

ITEM 2 Dates of Material Change:

July 21, 2021

ITEM 3 News Release:

A news release was issued in respect of the material change on July 22, 2021.

ITEM 4 Summary of Material Change:

Calgary, Alberta – July 22, 2021 – FLYHT Aerospace Solutions Ltd. (TSX-V: FLY) (OTCQX: FLYLF) (the “Company” or “FLYHT”) today reported that the Company has closed its previously announced non-brokered private placement (the "Offering"), issuing 8,828,818 common shares ("Common Shares") at an issue price of \$0.75 per Common Share resulting in proceeds to the Company of CAD\$6,621,615. Directors, officers and senior employees contributed 10% of the Offering total.

“We are very pleased that several existing shareholders, senior leadership and directors of FLYHT see that the actions we have taken in the last year and the obvious imminent recovery of the aviation industry make for a very solid platform for future growth and value creation. This financing solidifies our balance sheet, providing us with the capital to accelerate our growth strategy, including both organic and inorganic initiatives,” said Bill Tempany, Interim CEO of FLYHT. “This level of support demonstrates investors’ confidence in our strategic direction and our management team to execute on the vision presented over the last year.”

The Company intends to use the proceeds from the Offering to fund FLYHT’s growth initiatives including potential strategic acquisitions, to repay in full the outstanding debentures due on July 24, 2021 (CAD\$1.8M), and general corporate purposes.

With the closing of this Offering, a new insider of the Company was created who now controls greater than 10% of the Common Shares of FLYHT. All of the Common Shares issued pursuant to the Offering are subject to a four month hold period. Completion of the Offering is subject to the final approval of the TSX Venture Exchange.

The subscription of Common Shares by insiders of the Company (Alana Forbes (an officer of the Company– 66,667 Common Shares) Bill Tempany (an officer and director of the Company) – 133,485 Common Shares; Brent Rosenthal (director of the Company) – 333,333 Common Shares; Darrel Deane (officer of the Company) – 40,000 Common Shares; Paul Takalo (director of the Company) – 33,334 Common Shares; Derek Graham (officer of the Company) – 33,333 Common Shares; Doug Marlin (director of the Company) – 33,333 Common Shares; Mary McMillan (director of the Company) – 41,666 Common Shares; and John Olcott (director of the Company) – 16,667 Common Shares) and a newly created insider of the Company (Michael Kellen, being the decision maker for each of The Ellen-Maria Gorrissen Trust I U/A Dated 06/03/1993 and The Ellen-Maria Gorrissen Trust 2 U/A Dated 06/03/1993 (who each subscribed for – 2,083,333 Common Shares and collectively own greater than 10% of the outstanding shares of the Company) may be considered "Related Party Transactions" under Multilateral

Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, however the Corporation will rely upon available exemptions from the minority shareholder approval and valuation requirements set forth in that Instrument (the fair market value of these subscriptions being less than 25% of the Corporation’s market capitalization (exemptions found in sections 5.5(a) and 5.7(1)(a) of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions)). The actions disclosed herein were approved by the board of directors of the Corporation via written resolution, signed and approved by all directors.

ITEM 5 Full Description of Material Change:

Please see attached press releases.

ITEM 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102:

Not Applicable

ITEM 7 Omitted Information:

Not Applicable

ITEM 8 Executive Officer:

Further information relating to this Material Change Report may be obtained from:

Alana Forbes, Chief Financial Officer

Telephone: (403) 291-7437

Email: aforbes@flyht.com

ITEM 9 Date of Report:

DATED as of July 22, 2021.

The foregoing accurately discloses the material change referred to in this report.



FLYHT Announces Closing of Oversubscribed Private Placement to Fund Growth Initiatives

Directors, officers and management contribute 10% of \$6.6 million proceeds

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About FLYHT Aerospace Solutions Ltd.

FLYHT provides airlines with Actionable Intelligence to transform operational insight into immediate, quantifiable action, delivering industry leading solutions to improve aviation safety, efficiency, and profitability. This unique capability is driven by FLYHT's patented aircraft certified hardware products including AFIRS™, a satcom aircraft interface device which enables real-time streaming of flight information, cockpit voice and black box data streaming and TAMDAR™, which aggregates and streams airborne weather data in real-time. FLYHT is headquartered in Calgary, Canada with an office in Littleton, Colorado, and is an AS9100 Quality registered company. For more information, view our latest presentation [here](#), or visit www.flyht.com

Contact Information:

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[www.twitter.com/flyhtcorp](https://twitter.com/flyhtcorp)
<https://www.linkedin.com/company/flyht/>

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

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