

Form 51-102F3
MATERIAL CHANGE REPORT

Item 1. Name and Address of Company

TrackX Holdings Inc.
800 West Pender St., Suite 1430
Vancouver, British Columbia Canada V6C 2V6

Item 2. Date of Material Change

August 4, 2021

Item 3. News Release

A news release dated August 4, 2021 was disseminated on August 4, 2021 and filed on SEDAR on August 4, 2021.

Item 4. Summary of Material Change

TrackX Holdings Inc. announces appointment of new Chief Financial Officer and grant of stock options to Chief Financial Officer.

Item 5.1 Full Description of Material Change

TrackX Holdings Inc. announced on August 4, 2021, *inter alia*, as follows:

“**TrackX Holdings Inc.** announced today that Marc Spezialy has joined TrackX as its Chief Financial Officer. As a member of the executive team, Mr. Spezialy will primarily oversee accounting, finance, human resources, and investor relations.

Mr. Spezialy most recently served as CFO of The Equinox Group, a Colorado land development company, where he helped lead a \$200M regional water supply and delivery project. Before Equinox, he was CFO of Boxwheel Trailer Leasing, a private equity-owned fleet rental company, where he built the company’s HR, financial controls and operational procedures. He started his career at Price Waterhouse Coopers (PwC) where he became a manager in the audit practice. Mr. Spezialy has a Bachelor of Business Administration with a double major in Accounting and Finance from the University of San Francisco. He is currently a licensed Certified Public Accountant in the state of California.

TrackX also announces the grant to Mr. Spezialy of incentive stock options to purchase up to 450,000 common shares in the capital of the Company exercisable at a price of \$0.105 per share, subject to TSX Venture Exchange acceptance.”

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

No information was omitted.

Item 8. Executive Officer

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Tim Harvie, President and Chief Executive Officer
Tel: 303 325-7300

Item 9. Date of Report

August 9, 2021.