FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1 Name and Address of Company

Roadman Investments Corp. (the "**Company**" or "**Roadman**")
Suite 800 - 1199 West Hastings Street
Vancouver, British Columbia V6E 3T5

Item 2 Date of Material Change

November 22, 2022

Item 3 News Release

A news release with respect to the material change referred to in this report was disseminated via Stockwatch on November 22nd, 2022, and subsequently filed on the Company's SEDAR profile.

Item 4 Summary of Material Change

On November 22, 2022, the Company announced that it has closed its oversubscribed non-brokered private placement (the "Offering"). The Offering consisted of the issuance of 50,300,000 units of the Company (the "Units") at a price of $0.05 per Unit, for gross proceeds of $2,515,000.00. Each Unit will consist of one common share ("Share") of the Company and one-half-of-one common share purchase warrant ("Warrant"). Each Warrant will entitle the holder, on exercise, to purchase one Share for a period of twenty-four months following the closing date of the Offering at the exercise price of $0.075 per Share.

Item 5 Full Description of Material Change

See attached news release for full description of Material Change.

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

This report is not being filed on a confidential basis.

Item 7 Omitted Information

No significant facts have been omitted from this report.

Item 8 Executive Officer

Tyler Lewis, Chief Executive Officer and Director
Telephone: (236) 521-0626

Item 9 Date of Report

November 22, 2022

Forward-Looking Statements

This material change report includes certain statements that constitute "forward-looking information" within the meaning of applicable securities law, including without limitation, statements in respect of the Offering and the use of proceeds.

Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statement are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including anticipated costs and the ability to achieve goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, increase in costs, litigation, failure of counterparties to perform their contractual obligations and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this material change report are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.

ROADMAN

Roadman Closes Oversubscribed Non-Brokered Private Placement

November 22, 2022 – Vancouver, British Columbia – Roadman Investments Corp. (TSXV: LITT) ("Roadman" or the "Company") is pleased to announce that it has closed its oversubscribed non-brokered private placement (the "Offering"). The Offering consisted of the issuance of 50,300,000 units of the Company (the "Units") at a price of $0.05 per Unit, for gross proceeds of $2,515,000.00. Each Unit will consist of one common share ("Share") of the Company and one-half-of-one common share purchase warrant ("Warrant"). Each Warrant will entitle the holder, on exercise, to purchase one Share for a period of twenty-four months following the closing date of the Offering at the exercise price of $0.075 per Share.

Net proceeds from the Offering will be used for working capital and general corporate purposes of the Company.

In connection with the Offering, the Company paid $122,500.00 in finders' fees and issued 2,450,000 finders' warrants to Canaccord Genuity Corp., and paid $700.00 in finders' fees and issued 14,000 finders' warrants to Hampton Securities Inc. The finders' warrants are on the same terms as the Warrants.

The Company issued 503,000 common shares of the Company to Amalfi Corporate Services Ltd., an arm's length third-party, equal to 1% of the aggregate Units issued, in consideration for administrative services rendered in support of the Offering.

All securities to be issued in connection with the Offering are subject to a four-month-and-one-day statutory hold period in accordance with applicable securities laws and TSX Venture Exchange ("TSXV") rules. The Offering remains subject to the final approval of the TSXV.

About Roadman Investments Corp.

Roadman Investments Corp. is a Canadian Venture Capital, Investment and Advisory Firm that strives to actively drive innovation and accelerate growth for its shareholders. Roadman invests capital into private and public companies that offer excellent growth opportunities.

Contacts:

Tyler Lewis
Email: Tyler@roadmancorp.com

Cautionary and Forward-Looking Statements

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

Forward-Looking Statements

This news release includes certain statements that constitute “forward-looking information” within the meaning of applicable securities law, including without limitation, statements in respect of the use of proceeds.

Forward-looking statements address future events and conditions and are necessarily based upon a number of estimates and assumptions. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statement are necessarily based upon a number of factors that, if untrue, could cause the actual results, performances or achievements of the Company to be materially different from future results, performances or achievements express or implied by such statements. Such statements and information are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future, including anticipated costs and the ability to achieve goals, that general business and economic conditions will not change in a material adverse manner, and that financing will be available if and when needed and on reasonable terms. While such estimates and assumptions are considered reasonable by the management of the Company, they are inherently subject to significant business, economic, competitive and regulatory uncertainties and risks.

Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, continued availability of capital and financing and general economic, market or business conditions, the loss of key directors, employees, advisors or consultants, increase in costs, litigation, failure of counterparties to perform their contractual obligations and fees charged by service providers. Investors are cautioned that forward-looking statements are not guarantees of future performance or events and, accordingly, are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty of such statements. The forward-looking statements included in this news release are made as of the date hereof and the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by applicable securities legislation.