

**FORM 51-102F3**

**MATERIAL CHANGE REPORT**

**ITEM 1 Name and Address of Company:**

Cell-Loc Location Technologies Inc.  
1600 – 37<sup>th</sup> Street SW  
Calgary, AB T3C 3P1

and

Times Three Wireless Inc.  
1600 – 37<sup>th</sup> Street SW  
Calgary, AB T3C 3P1

**ITEM 2 Date of Material Change:**

November 30, 2011

**ITEM 3 News Release:**

A press release was issued on November 30, 2011.

**ITEM 4 Summary of Material Change:**

Cell-Loc Location Technologies Inc. ("**Cell-Loc**") and Time Three Wireless Inc. ("**Times Three**") announced that effective November 30, 2011 the parties have completed a reorganization transaction pursuant to a court-approved plan of arrangement (the "**Arrangement**") carried out under the provisions of the *Business Corporations Act* (Alberta) (the "**ABCA**") involving, among others, Cell-Loc, an arm's length private company ("**Privateco**") and the shareholders of Cell-Loc ("**Shareholders**"). The Arrangement was approved by the Shareholders at an annual and special meeting (the "**Meeting**") held on November 30, 2011. The final order of the Court of Queen's Bench of Alberta approving the Arrangement was issued on November 30, 2011.

**ITEM 5 Full Description of Material Change:**

Cell-Loc Location Technologies Inc. ("**Cell-Loc**") and Time Three Wireless Inc. ("**Times Three**") announced that effective November 30, 2011 the parties have completed a reorganization transaction pursuant to a court-approved plan of arrangement (the "**Arrangement**") carried out under the provisions of the *Business Corporations Act* (Alberta) (the "**ABCA**") involving, among others, Cell-Loc, an arm's length private company ("**Privateco**") and the shareholders of Cell-Loc ("**Shareholders**"). The Arrangement was approved by the Shareholders at an annual and special meeting (the "**Meeting**") held on November 30, 2011. The final order of the Court of Queen's Bench of Alberta approving the Arrangement was issued on November 30, 2011.

Pursuant to the Arrangement and effective November 30, 2011:

1. Cell-Loc transferred all of its technology assets, liabilities and business to Times Three, being a newly formed ABCA company;

2. The Shareholders received one Times Three common share ("**Times Three Shares**") for each Cell-Loc common share ("**Cell-Loc Shares**") held immediately prior to giving effect to the Arrangement; and
3. Times Three became a "reporting issuer" in certain jurisdictions of Canada.

Upon completion of the Arrangement:

1. The directors of Times Three are: Robert Henschel, Dick Tchaidjian, Keith Bohn, James Colvin, Jeff Fortin, Ariovaldo Aprikian and Dr. Michel Fattouche. Messrs. Henschel, Tchaidjian, Bohn, Aprikian and Dr. Fattouche are former directors of Cell-Loc, having resigned at the Meeting. Mr. Colvin and Mr. Fortin were not previously directors of Cell-Loc and have joined the board of directors of Times Three at the Meeting. Mr. Colvin is a technology lawyer, business entrepreneur and investment banker, with experience in strategy development and operational implementation. Mr. Fortin is a senior tax practitioner at the law firm of Burnet, Duckworth & Palmer LLP and a former tax partner with a big 4 public accounting firm. Full descriptions of Mr. Colvin and Mr. Fortin's backgrounds are set forth in the Information Circular mailed in respect of the Meeting and as filed on [www.sedar.com](http://www.sedar.com).
2. The senior officers of Times Three are Keith Bohn, President and Chief Executive Officer and David Guebert, Vice-President, Finance and Chief Financial Officer. Mr. Bohn and Mr. Guebert were the senior officers of Cell-Loc immediately prior to completion of the Arrangement.
3. Times Three will continue the business formerly conducted by Cell-Loc, with the same assets and liabilities that Cell-Loc had immediately prior to completion of the Arrangement;
4. The Shareholders are now shareholders of Times Three, each holding with the same number of Times Three Shares as they held in Cell-Loc and therefor having the same relative percentage shareholdings that they formerly held in Cell-Loc;
5. Times Three has received a net cash infusion of approximately \$900,000 from an arm's-length party in a non-dilutive financing; and
6. Times Three has become a "reporting issuer" in each jurisdiction where Cell-Loc was a "reporting issuer" prior to completion of the Arrangement.

Additional information respecting the Arrangement is presented in Cell-Loc's management information circular dated October 31, 2011 (the "**Circular**") which is available on Cell-Loc's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Shareholders who hold their Cell-Loc Shares in registered form should complete and return a letter of transmittal along with their share certificates to Computershare Investor Services Inc. at the address(es) set forth in the letter of transmittal in order to receive certificates representing Times Three Shares. A form of the letter of transmittal was mailed with the Circular for the annual special meeting of Shareholders and can be obtained on Cell-Loc's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders whose Cell-Loc Shares are registered in the name of a broker should contact their broker for assistance in exchanging their Cell-Loc Shares pursuant to the terms of the Arrangement.

It is expected that the Times Three Shares will commence trading on the TSX Venture Exchange ("TSXV") under the trading symbol "TTW" three to five business days following November 30, 2011 and the Cell-Loc Shares will be de-listed immediately preceding that time. Following completion of the Arrangement and the delisting of the Cell-Loc common shares from the TSXV, it is anticipated that Cell-Loc will apply to the relevant securities commissions in Canada to cease to be a reporting issuer.

**ADVISORY:**

*Forward-Looking Statements: Contained in this material change report are forward-looking statements. The reader is cautioned that these statements represent management's expectations or beliefs concerning, among other things timing of the delisting of the Cell-Loc Shares and listing of the Times Three Shares on the TSXV. Although these assumptions are considered reasonable by Cell-Loc and Times Three at the time of preparation, they may prove to be incorrect. Actual events or results may differ materially. The projections, estimates and beliefs contained in such forward-looking statements are based on management's opinions and assumptions at the time the statements were made, and necessarily involve known and unknown risks and uncertainties which may cause actual results to differ materially from any projections of future results expressed or implied by such forward-looking statements, including those material risks discussed in the Circular, and the Cell-Loc's MD&A under "Risk Factors". Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted. Neither Cell-Loc nor Times Three undertakes to update any forward-looking statements contained in this material change report whether as to new information, future events or otherwise except as required by securities rules and regulations.*

**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:**

The name and business telephone number of an executive officer of the reporting issuer who is knowledgeable about the material change and the report is as follows:

Keith Bohn  
President and Chief Executive Officer  
1600 – 37 Street SW  
Telephone: (403) 569-5700  
Fax: (403) 569-5701

**ITEM 9 Date of Report:**

Dated November 30, 2011