

FORM 11

NOTICE OF PROPOSED STOCK RSU GRANT OR AMENDMENT

Name of Listed Issuer: SpotLite360 Technologies, Inc. (the "Issuer").

Trading Symbol: LITE

Date: July 7, 2021

1. New RSUs Granted:

Date of Grant: July 5, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of RSUed Shares	Exercise Price	Expiry Date	No. of RSUs Granted in Past 12 Months
James Greenwell	Officer	Yes	700,000	N/A	05-Jul-26	Nil

Total Number of RSUs proposed for acceptance: 700,000.

2. Other Presently Outstanding Options/RSUs:

Name of Optionee	No. of Optioned Shares ⁽¹⁾	Exercise Price	Original Date of Grant	Expiry Date
Big Sky Management Ltd.	2,000,000	\$0.25	14-Jun-21	14-Jun-26
11179896 Canada Corp.	2,000,000	\$0.25	14-Jun-21	14-Jun-26
Matthew Johansen	2,000,000	\$0.25	14-Jun-21	14-Jun-26
1148989 B.C. Ltd.	1,333,334	\$0.05	1-Dec-20	1-Dec-25
Matthew Johansen	1,333,333	\$0.05	1-Dec-20	1-Dec-25
Big Sky Management Ltd.	1,333,333	\$0.05	1-Dec-20	1-Dec-25

(1) Set out number of optioned shares for each grant with different terms.

3. Additional Information

- (a) If shareholder approval was required for the grant of RSUs (including prior approval of a stock RSU plan), state the date that the shareholder meeting approving the grant was or will be held.

August 30, 2021

- (b) State the date of the news release announcing the grant of RSUs.

Not applicable

- (c) State the total issued and outstanding share capital at the date of grant or amendment.

53,713,600

- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock RSUs, including new RSUs, amended RSUs and other presently outstanding RSUs.

19.92%

- (e) If the new RSUs are being granted pursuant to a stock RSU plan, state the number of remaining shares reserved for issuance under the plan.

42,720

- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

Not applicable

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer.

Not applicable

4. Certificate of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock RSU Grant or Amendment is true.

Dated July 7, 2021.

Peter Nguyen
Name of Director or Senior
Officer

"Peter Nguyen"
Signature

Director
Official Capacity