

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

Item 1 Name and Address of Company

BYT Holdings Ltd. (the “Company”)
80 Marine Parade Road #11-02
Parkway Parade Singapore 449269

Item 2 Date of Material Change

January 16, 2024

Item 3 News Release

The news release attached as Schedule “A” announcing the material changes described in this Material Change Report was filed on SEDAR + under the Company’s profile on April 12, 2024.

Item 4 Summary of Material Change

The Company's former auditors, MNP LLP, have given notice that they retracted their audit report dated April 30, 2021 on the financial statements of the Company for the year ended December 31, 2020 ("FYE 2020 Financials"). The reasons for the retraction of the Audit Report pertain to material misstatements affecting the FYE 2020 Financials, which related to the termination of a waste management project agreement involving a write-off of around S\$2.7 million.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

See the news release attached as Schedule “A” for a full description of the material change.

Item 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 has been omitted on the basis that it is confidential information.

Item 8 Executive Officer

Contact: Sunny Li, Executive Chairman and CEO
Telephone: +65 6902 6529

Item 9 Date of Report

April 16, 2024.

Schedule "A"
News Release

See attached.



BYT Announces Retraction of Audit Report for 2020 Year End Financial Statements

Vancouver, British Columbia, April 12, 2024 – BYT Holdings Ltd. (CSE: BYT) (“BYT” or the “Company”) announces that the Company's former auditors, MNP LLP, have given notice that they have retracted their audit report dated April 30, 2021 (the "**Audit Report**") on the financial statements of BYT for the year ended December 31, 2020 (the "**FYE 2020 Financials**"). Accordingly, the Audit Report cannot be relied upon and cannot be associated with the FYE 2020 Financials. The reasons given by MNP for the retraction of the Audit Report pertain to material misstatements that were identified that affect the FYE 2020 Financials relating to the termination of a contract of the Company that occurred during 2020 and which MNP LLP were not advised of in the course of their audit. The terminated contract was a waste management project agreement with one of China's municipal governments that resulted in a write off of around S\$2.7 million. The financial impact of the termination of the contract was reflected as a prior year adjustment in the financial statements of BYT for the year ended December 31, 2021 and has been fully disclosed and accounted for.

About BYT Holdings

BYT's operations are based out of Singapore, with its primary business being to provide one-stop turnkey engineering, procurement, and construction management solutions that range from consultancy and design, to the construction of projects involving high technology production facilities, primarily in Singapore and other parts of Southeast Asia.

ON BEHALF OF BYT HOLDINGS

“Sunny Li”

Sunny Li
Executive Chairman and CEO

Forward-Looking Statements

Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the specific factors disclosed here and elsewhere in BYT' periodic filings with Canadian securities regulators. When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should, our vision" and similar expressions, are forward-looking statements. Statements in this news release that are forward-looking statements are subject to various risks and uncertainties concerning the novel coronavirus (COVID-19) pandemic, the specific factors disclosed here and elsewhere in BYT' periodic filings with Canadian securities regulators.



When used in this news release, words such as "will, could, plan, estimate, expect, intend, may, potential, believe, should, our vision" and similar expressions, are forward-looking statements. Forward-looking statements may include, without limitation, statements relating to the Company's future financial performance, financial statement filing, business development, results of operations, the Company's intentions with respect to its EPCM business, future business strategies and financing and recapitalization opportunities, as well the evaluation of strategic alternatives. Readers should not place undue reliance on forward-looking statements. The forward-looking statements in this news release are made as of the date of this release. BYT disclaims any intention or obligation to update or revise such information, except as required by applicable law, and BYT does not assume any liability for disclosure relating to any other company mentioned herein.

Neither the Canadian Securities Exchange nor its regulation services provider accepts responsibility for the adequacy or accuracy of this release.

SOURCE: BYT Holdings Ltd.

For further information, please contact: info@bytholdings.com