

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

**Item 1 Name and Address of Company**

TruTrace Technologies Inc. (the “**Company**”)  
120, 2303 4 Street SW  
Calgary, AB T2S 2S7

**Item 2 Date of Material Change**

September 13, 2019

**Item 3 News Release**

The news release dated September 13, 2019 was disseminated through CNW on September 13, 2019.

**Item 4 Summary of Material Change**

On September 13, 2019, the Company announced that it closed a second tranche (the “**Second Tranche**”) of a non-brokered private placement financing (the “**Financing**”). The Second Tranche consisted of 840,950 units (each, a “**Unit**”) of the Company at a price of \$0.25 per Unit for gross proceeds of \$210,237.50. Each Unit consists of one common share and one non-transferable common share purchase warrant (each, a “**Warrant**”). Each Warrant entitles the holder to purchase one additional common share at a price of \$0.30 per common share for a period of three (3) years from the closing of the Financing. The Company expects to close a third tranche of the Financing in a timely manner.

The Company issued 26,400 Shares and 26,400 Warrants to certain finders in connection with the closing of the Second Tranche.

The Company intends to use the funds received from the Second Tranche for general working capital.

All securities issued in the Second Tranche are subject to a statutory hold period expiring January 14, 2020.

**Item 5 Full Description of Material Change**

*5.1 Full Description of Material Change*

A full description of the material change is described in Item 4 above and in the attached news release which was filed on SEDAR.

*5.1 Disclosure for Restructuring Transactions*

N/A

**Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

N/A

**Item 7 Omitted Information**

None

**Item 8 Executive Officer**

Robert Galarza, Chief Executive Officer, 1-844-656-3629

**Item 9 Date of Report**

September 20, 2019



## TruTrace Technologies Closes Second Tranche of Private Placement

**VANCOUVER, Canada - September 13, 2019 - TruTrace Technologies Inc.** (CSE: TTT; OTCQB: TTTSF) ("TruTrace" or the "Company") today announced that it has closed a second tranche (the "Second Tranche") of a non-brokered private placement financing (the "Financing"). The Second Tranche consisted of 840,950 units (each, a "Unit") of the Company at a price of \$0.25 per Unit for gross proceeds of \$210,237.50. Each Unit consists of one common share and one non-transferable common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder to purchase one additional common share at a price of \$0.30 per common share for a period of three (3) years from the closing of the Financing. To date, the Company has raised gross proceeds of \$720,237.50 from the first tranche of the Financing and the Second Tranche. The Company expects to close a third tranche of the Financing in a timely manner.

The Company issued 26,400 Shares and 26,400 Warrants to certain finders in connection with the closing of the Second Tranche.

The Company intends to use the funds received from the Second Tranche for general working capital.

All securities issued in the Second Tranche are subject to a statutory hold period expiring January 14, 2020.

### About TruTrace Technologies:

TruTrace Technologies has developed the first integrated blockchain platform to register and track intellectual property in the cannabis industry. TruTrace's technology allows cannabis growers and breeders to identify and secure rights to their intellectual property. It also streamlines the administrative process and reduces the costs of genetic and mandatory quality-control testing for legal cannabis. TruTrace's technology is proprietary, immutable and cryptographically secure, thereby establishing an accurate and permanent account for cannabis strains from ownership to market.

### For More Information:

**TruTrace Technologies Inc.:** Robert Galarza, Chief Executive Officer and Director

**Media Relations:** Corey Herscu, RNMKR Agency, 416-300-3030

**Investor Inquiries:** Swapan Kakumanu, Chief Financial Officer, 844-656-3629, [swapan@trutrace.co](mailto:swapan@trutrace.co)

### Disclaimer for Forward-Looking Information

*This news release contains forward-looking information that involves various risks and uncertainties regarding future events. Such forward-looking information can include without limitation statements based on current expectations involving a number of risks and uncertainties and are not guarantees of future performance of the Company, such as statements that the Company expects to close a third tranche of the Financing in a timely manner and the intended use of the funds received from the Second Tranche. There are numerous risks and uncertainties that*

*could cause actual results and the Company's plans and objectives to differ materially from those expressed in the forward-looking information, including: (i) adverse market conditions; or (ii) the inability of the Company to close a third tranche of the Financing in a timely manner at all or on the terms announced. Actual results and future events could differ materially from those anticipated in such information. These and all subsequent written and oral forward-looking information are based on estimates and opinions of management on the dates they are made and are expressly qualified in their entirety by this notice. The Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws.*