

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

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

Global Remote Technologies Ltd. (the “Issuer”)  
Suite 1000 – 355 Burrard Street  
Vancouver, BC  
V6C 2G8

**Item 2: Date of Material Change**

May 12, 2016

**Item 3: News Release**

A news release was issued and disseminated on May 12, 2016 and filed on SEDAR (www.sedar.com). A copy of the news release is attached as Schedule “A” hereto.

**Item 4: Summary of Material Change**

The Issuer announced that effective May 5, 2016 it had received the resignation of its Auditors, Saturna Group Chartered Professional Accountants LLP, of Vancouver and has appointed Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia as auditor for the Company in their place.

**Item 5.1: Full Description of Material Change**

See Schedule “A” as attached.

**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**

Not applicable.

**Item 8: Executive Officer**

The following senior officer of the Company is knowledgeable about the material change and this report:

Chris Dorris – Director & CEO  
Email: [cdorris@grtcse.com](mailto:cdorris@grtcse.com)

**Item 9: Date of Report**

May 16, 2016

## Schedule "A"

### CHANGE OF AUDITOR

**MAY 12, 2016 – VANCOUVER, BC – Global Remote Technologies Ltd. (CSE: RGT) (Frankfurt: GR9) (the "Company" or "Global Remote")** announces that it has changed its auditors from Saturna Group Chartered Professional Accountants LLP (the "**Former Auditors**") to Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants (the "**Successor Auditors**") effective May 11, 2016.

The Former Auditors resigned as auditors of the Company effective May 5, 2016 and the board of directors of the Company appointed the Successor Auditors as the Company's auditor effective May 11, 2016, until the next Annual General Meeting of the Company.

There were no reservations in the Former Auditor's reports in connection with the financial year ended January 31, 2015 or for any period subsequent to the most recently completed period for which an audit report was issued preceding the date of the Former Auditor's resignation. There are no "reportable events" (as that term is defined in National Instrument 51-102 *Continuous Disclosure Obligations*) between the Company and the Former Auditor.

In accordance with National Instrument 51-102, the notice of change of auditor, together with the required letters from the former auditor and the successor auditor, have been reviewed by the audit committee and the board of directors and has been filed on SEDAR.

#### About Global Remote Technologies

The Company focuses on the deployment of emerging technologies for the energy sector. The Company has licensed multiple patent pending tools for the oil and gas industry. Using its advanced engineering and leadership experience, the Company brings cutting edge processes and technology to the oil patch. Its remote sensor packages transmit telemetry from drilling and production sites in real time to a central server where it is viewed in the cloud. The systems are designed to provide key personnel an early warning system to avoid equipment failures or costly compliance fines. The Company collects and communicates vital information on the status of equipment, tanks, and pipelines for exploration, production, and transmission of oil, gas and water. In addition, the Company recently acquired a Helix downhole well stimulation tool and related technology. The tool uses a patent pending design and engineering method to achieve a unique flow pattern for wellbore stimulation. The Company is headquartered in Vancouver, BC, with offices in Denver, Colorado and Houston, Texas.

Further information about the Company is available under its profile on the SEDAR website ([www.sedar.com](http://www.sedar.com)), on the CSE website ([www.thecse.com](http://www.thecse.com)) and on its corporate website ([www.grtce.com](http://www.grtce.com)).

On Behalf of the Board of Directors

#### **GLOBAL REMOTE TECHNOLOGIES LTD.**

Chris Dorris

CEO and Director

#### **For further information on the Company, please contact:**

Howe & Bay Financial

Telephone: 604-449-5302

Email: [info@howeandbayfinancial.com](mailto:info@howeandbayfinancial.com)

*The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.*

#### **FORWARD LOOKING STATEMENTS**

*Certain statements included in this press release constitute forward-looking information or statements (collectively, "forward-looking statements"), including those identified by the expressions "anticipate", "believe", "plan", "estimate", "expect", "intend", "may", "should" and similar expressions to the extent they relate to the Company or its management. The forward-looking statements are not historical facts but reflect current expectations regarding future results or events. This press release contains forward looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.*

*Readers should not place undue reliance on the Company's forward-looking statements, as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that such forward-looking statements will materialize. Factors that could cause actual results to differ materially from those in forward looking statements include, the timing and receipt of government and regulatory approvals, the impact of competitive products and pricing, new product development, and uncertainties related to the regulatory approval process, and continued availability of capital and financing and general economic, market or business conditions, and fees charged by service providers. 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 laws.*