

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Gallagher Security Corp.
(the "Company")
700 – 1620 Dickson Avenue
Kelowna, BC V1Y 9Y2

Item 2 - Date of Material Change

April 16, 2021

Item 3 News Release

A news releases was issued and disseminated on April 16, 2021 and filed on SEDAR (www.sedar.com) and with the CSE.

Item 4 Summary of Material Change

The company closes second and final tranche of its non-brokered private placement. With the close of the second tranche, the company reports that the total aggregate amount raised was \$1,300,000.

Item 5 Full Description of Material Change

See attached news release at Schedule "A"

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:

Name and Position: James Bannerman, Director
Email: info.gallaghersec@gmail.com
Phone: 250-868-8177

Item 9 Date of Report

April 16, 2021

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GALLAGHER CLOSES SECOND AND FINAL TRANCHE OF PRIVATE PLACEMENT

News Release - Kelowna, British Columbia – April 16 ,2021 Gallagher Security Corp. (the "**Company**") (CSE:GLL) is pleased to announce that it has closed the second and final tranche (the "**Second Tranche**") of its non-brokered private placement (the "**Offering**") announced February 26, 2021.

In the Second Tranche, the Company raised gross proceeds of \$749,250 from the issuance of 5,994,000 units (the "**Units**"). Each Unit is comprised of one issued at a price of \$0.125 for Each units Consists of one common shares (each a "**Common Share**") and one-half of a common share purchase warrant (each whole warrant, a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one Common Share at the price of \$ 0.20 per shares for a period of 24 months from closing. The Common Shares and Warrants, and any Common Shares issuable upon the exercise of the Warrants, issued pursuant to the Second Tranche are subject to a statutory hold period expiring on August 17, 2021. Finders fees of \$8,000 cash will be paid to arm's length parties in connection with the Offering.

Insiders participation in the offering was for an aggregate amount of \$1,000 comprising 8,000 Units representing 0.08% of the offering. Such participation is considered a related party transaction within the meaning of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The related party transaction is exempt from minority approval and valuation requirements pursuant to the exemptions contained in Sections 5.5(a) and 5.7(1)(a) of MI 61-101, as neither the fair market value of the securities to be issued under the Offering nor the consideration to be paid by the insiders exceeds 25% of the Company's market capitalization.

With the close of the Second Tranche, the Company is pleased to report that the total aggregate amount raised was \$1,300,000. The Company intends to use the net proceeds from the Offering to fund the joint-venture with MyCelium, corporate development, and general corporate and working capital purposes.

The Units and underlying securities to be issued under the Offering have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States or to U.S. Persons absent registration or an applicable exemption from registration. This press release is not an offer or a solicitation of an offer of securities for sale in the United States, nor will there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Gallagher Security Corp.

Gallagher Security Corp. is a Canadian based company that entered into a Letter of Intent ("**LOI**") with MyCelium Warehouse Ltd. ("**MyCelium**") (see the news release dated February 23, 2021). MyCelium is positioned to be the leading supplier of the total infrastructure requirements and services to individuals and companies looking for the 'Home Depot' of the thriving Medical and Recreational Mushroom sector. Gallagher Security Corp. is headquartered in Kelowna, British Columbia. Common Shares are listed on the CSE Exchange under the symbol "GLL".

Further Information

Further details regarding the proposed transaction and the resulting entity will be provided in a comprehensive news release if, and when, the parties enter into a definitive agreement.

The definitive agreement will incorporate the principal terms of the proposed transaction described in the LOI, and in addition, such other terms and provisions of a more detailed structure and nature as the parties may agree upon after receiving further tax, legal and financial advice from their respective advisors. However, there is no assurance that the definitive agreement will be successfully negotiated or entered into.

ON BEHALF OF THE BOARD

"Dev Randhawa"

Dev Randhawa, CEO

The CSE does not accept responsibility for the adequacy or accuracy of this news release.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful, including any of the securities in the United States of America. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**1933 Act**") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

Cautionary Statement Regarding Forward Looking Information

This news release may contain forward-looking statements or information including but not limited to comments regarding the potential signing of the definitive agreement, the closing of the Private Placement and use of proceeds, statements about MyCelium and its intentions, and other matters. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements and the Company undertakes no obligation to update such statements, except as required by law.

There can be no assurance that the potential transaction with MyCelium will be completed.

All information in this news release concerning MyCelium has been provided for inclusion herein by MyCelium. Although the Company has no knowledge that would indicate that any information contained herein concerning MyCelium is untrue or incomplete, the Company assumes no responsibility for the accuracy or completeness of any such information. Investors are cautioned that, except as disclosed in a listing statement to be prepared in connection with the Transaction, any information released or received with respect to the Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the business and the industry and markets in which the Company operates, including that: general business and economic conditions will not change in a material adverse manner; and financing will be available if and when needed on reasonable terms. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved), and variations of such words, and similar expressions are not statements of historical fact and may be forward-looking statements. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Investors are cautioned that all forward-looking statements involve risks and uncertainties,

including: that the Company may not be able to raise additional funds when necessary; fluctuations in currency exchange rates; the impact of Covid-19 or other viruses and diseases on the Company's ability to operate and complete transactions; failure of counterparties to perform their contractual obligations; failure to obtain regulatory and stock exchange approvals; and other risks and uncertainties listed in the Company's public filings. These risks, as well as others, could cause actual results and events to vary significantly. Accordingly, readers should not place undue reliance on forward-looking statements and information, which are qualified in their entirety by this cautionary statement. There can be no assurance that forward-looking information, or the material factors or assumptions used to develop such forward looking information, will prove to be accurate. The Company does not undertake any obligations to release publicly any revisions for updating any voluntary forward-looking statements, except as required by applicable securities law.