

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

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

First Responder Technologies Inc. (the “**Company**”)  
915 - 700 West Pender Street  
Vancouver, BC V6C 1G8

**Item 2. Date of Material Change**

January 14, 2020.

**Item 3. News Release**

News Release dated January 14, 2020 was disseminated via CISION and filed on SEDAR on January 14, 2020.

**Item 4. Summary of Material Change**

The Company has completed its initial public offering for gross proceeds of \$4,890,965.10 and the shares of the Company will commence trading on Canadian Securities Exchange on January 16, 2020.

**Item 5. Full Description of Material Change**

**5.1 Full Description of Material Change**

The Company announced that it has completed its initial public offering (the “**Offering**”) of 13,974,186 units (each a “**Unit**”) issued at a price of \$0.35 per Unit. The Offering generated aggregate gross proceeds of \$4,890,965.10 pursuant to a prospectus dated November 14, 2019 (the “**Prospectus**”).

Each Unit is comprised of one common share of the Company (each a “**Common Share**”) and one-half of one common share purchase warrant (each whole warrant being a “**Warrant**”). Each Warrant is exercisable into one Common Share at a price of \$0.50 per Common Share for a period of twenty-four months from January 14, 2020. The Warrants are issued pursuant to a warrant indenture dated January 14, 2020 between the Company and its warrant agent, Computershare Trust Company, a copy of which is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

The Common Shares were listed on the Canadian Securities Exchange under the trading symbol “WPN” on January 13, 2020 and are expected to commence trading on January 16, 2020.

PI Financial Corp. (the “**Agent**”) acted as the exclusive agent for the Offering. In consideration for the services provided to the Company, the Agent received a cash fee and a corporate finance. In addition, the Company issued non-transferable purchase warrants entitling the Agent and members of its selling group to subscribe for an aggregate of 1,117,934 Common Shares at an exercise price of \$0.50 per Common Share until January 13, 2022.

The Company will use the net proceeds from the Offering in furtherance of its business objectives as outlined in the Prospectus. A copy of the Prospectus is available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

**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**

None.

**Item 8. Executive Officers**

The following senior officer of the Company is knowledgeable about the material change and this Material Change Report and may be contacted:

Robert F. Delamar, Chief Financial Officer  
Telephone: 604-561-2687

**Item 9. Date of Report**

DATED at Vancouver, BC, this 14<sup>th</sup> day of January, 2020.