

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Global UAV Technologies Ltd.
Suite 459 – 409 Granville Street
Vancouver, BC, V6C 1T2

Item 2 Date of Material Change

May 17, 2018

Item 3 News Release

The news release was disseminated on May 17, 2018

Item 4 Summary of Material Change

Global UAV Technologies Ltd. (UAV-CSE) announced that it has executed a definitive agreement to acquire all of the issued and outstanding share capital of Aerial Imaging Resources Inc. (“Aerial”) of Flin Flon, Man., from the shareholders of Aerial. (see news releases dated March 6, March 26 and May 17, 2018).

Item 5 Full Description of Material Change

See attached news release.

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

Not Applicable

Item 7 Omitted Information

None

Item 8 Executive Officer

James Rogers

DATED: May 30, 2018

“James Rogers”

Per: James Rogers
 President

CSE: UAV

OTC: YRLLF

FSE: YAB2

News Release #18-15

May 17, 2018

Global UAV Signs Definitive Agreement for the Purchase of Aerial Imaging Resources

Global UAV Technologies Ltd. (CSE: UAV, OTC: YRLLF, FSE: YAB2) (the “Company” or “Global”) announced today, further to its news release of March 6, 2018 that it has executed a Definitive Agreement on May 16, 2018 to acquire all of the issued and outstanding share capital of Aerial Imaging Resources Inc. (Aerial) of Flin Flon, Manitoba from the shareholders of Aerial. Aerial is a private Canadian unmanned aerial vehicle (UAV) services company that focuses on providing geophysical surveys to its local and international client base. Under the terms of the definitive agreement the purchase price for all of the outstanding issued common and preferred shares of Aerial is \$2,400,000 which will be paid as follows:

1. a total of \$600,000 in cash of which approximately \$175,000 will be paid to eliminate all of Aerial’s outstanding liabilities with the balance of the cash payable to the Aerial shareholders on the following schedule:
 - (a) \$350,000 upon closing
 - (b) \$125,000, 60 days following the closing
 - (c) \$125,000, 120 days following the closing
2. the issuance of common shares of Global equal to lesser of either 12,000,000 total shares or a total share value of \$1,800,000. The Global shares shall have a deemed issuance price calculated at the closing date, based upon the Volume Weighted Average Price (VWAP) over the 20 trading days preceding the closing date. The Global shares issued will be subject to voluntary restrictions on resale with 20% of the shares being released upon closing and 20% every six months thereafter.

As part of the transaction, Peter Dueck, President of Aerial, will become President of Global’s wholly-owned subsidiary Pioneer Aerial Surveys Ltd. and Thomas Stanley-Jones, a principal of Aerial will be engaged as a Chief Pilot and Operations Manager with Pioneer. There are no finder’s fees payable in respect of the transaction.

Closing of the transaction is subject to receipt of all necessary regulatory, corporate and third-party approvals, and the satisfaction of customary closing conditions, including, payment of the

purchase price, compliance with all applicable regulatory requirements and conditions in connection with the transaction, the absence of any material adverse condition with respect to the financial and operational condition of the assets of Aerial, and the delivery of customary closing documentation.

“The signing of the Definitive agreement reflects the formation of a substantial UAV geophysics service provider globally, and a significant addition to our highly successful services division. The renegotiation of the acquisition terms to reduce Global’s share-based expenditure and provide a staged cash payout shows the commitment of AIR’s management to the long-term success of the company and emphasizes the value they bring as new members of the highly respected Global UAV team. Since the signing of the LOI, Global and Aerial have worked together in the field and on the management of contracts in Canada, Guatemala, Argentina, and the United States” stated Michael Burns, CEO and Director of Global UAV.

“The consolidation of the efforts and business of Aerial combined with Global UAV will enhance the strength and operations of both companies. Global UAV will be able to provide the infrastructure and support that Aerial has been keen to establish. Global UAV will see the benefit of the additional client base and enhanced geophysical and technical expertise that Aerial will be able to bring to the Global UAV group”, stated Peter Dueck, Co-Founder and President of Aerial.

About Aerial

Aerial Imaging Resources Inc. is an emerging leader in UAV based geophysics surveying. They currently operate a fleet of Procyon 800E helicopters and fly surveys for clients worldwide. Aerial has a proven track record of efficient and safe field operations with an extensive client list from across Canada and the United States. Aerial’s co-founder, Peter Dueck (BSc, BA, MBA), is a highly respected geophysicist, most recently holding the position of Chief Geophysicist for Hudbay Minerals Inc. Mr. Thomas Stanley-Jones is a commercial pilot and GIS technician who holds an FAA part 107 certification for UAS operations in the United States.

Mr. Dueck will bring strong management and technical experience to Global’s wholly owned subsidiary Pioneer Aerial Surveys.

About Global UAV Technologies Ltd.

Global UAV Technologies is a vertically integrated company within the commercial Unmanned Aerial Vehicle (“UAV”) sector. Through its wholly owned divisions - Pioneer Aerial Surveys, High Eye Aerial Imaging, UAV Regulatory Services, and NOVAerial Robotics – Global UAV Technologies provides a full spectrum of UAV-based services and products including manufacturing, service provider and regulatory divisions.

Global UAV Technologies will continue its growth through technology development, expanding the business of its current divisions and the continued evaluation of potential acquisitions. As a vertically integrated consortium of businesses in the UAV industry, Global UAV is well positioned in the UAV technology space.

On behalf of the Board of Directors,

Part 1 “Michael Burns”

Michael Burns
CEO & Director

For additional information please contact:

Global UAV Technologies

Investor Information

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Neither Canadian Securities Exchange (CSE) nor its Regulation Services Provider (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statement

Statements in this press release, other than purely historical information, including statements relating to the Company’s future plans and objectives or expected results, may include forward-looking statements. Forward-looking statements are based on numerous assumptions and are subject to all of the risks and uncertainties inherent in public markets, service industries, manufacturing and the UAV Sector. As a result, actual results may vary materially from those described in the forward-looking statements.