

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

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

FIRESWIRL TECHNOLOGIES INC.  
10th Floor – 675 West Hastings Street  
Vancouver, BC V6B 1N2

**2. Date of Material Change:**

The material change described in this report occurred on April 28, 2011.

**3. News Release:**

On April 29, 2011, Fireswirl Technologies Inc. (the "**Company**") issued a news release through the facilities of Marketwire. A copy of the news release announcing the material change is set out at Schedule "A" to this report.

**4. Summary of Material Change:**

The Company completed a private placement for 6,100,000 units (each, a "**Unit**") at a price of \$0.13 per Unit, which closed on April 28, 2011. Each Unit consisted of one common share (a "**Share**") and one-half of a share purchase warrant (a "**Warrant**"). Each whole Warrant entitles the holder to purchase one Share at a price of \$0.19 for a period of one year from the date of issue. The Company raised aggregate gross proceeds of approximately \$790,000 from the sale of the Units. All securities issued with respect to the Private Placement are subject to a hold period that expires four months and a day from the closing date in accordance with the rules and policies of the TSX Venture Exchange and applicable Canadian securities laws and such other further restrictions as may apply under foreign securities laws.

In connection with the Private Placement, the Company paid a cash commission equal to 7% of the gross proceeds derived from the sale of Units placed by each of Mackie Research Capital Corporation ("**Mackie**") and Raymond James Ltd. In addition, the Company issued to Mackie that number of compensation warrants representing 5% of the number of Units placed by Mackie.

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

See attached news release at Schedule "A" to this report.

**6. Reliance on Subsection 7.1(2) of National Instrument 51-102**

Not applicable.

**7. Omitted Information:**

Not applicable.

**8. Executive Officer:**

The following executive officer of the Company is knowledgeable about the material change and this report and may be contacted respecting the material change and this report:

Tony Lau  
Chief Executive Officer  
Telephone: (604) 540-8805

**9. Date of Report:**

May 4, 2011.

## SCHEDULE "A"



### FIRESWIRL COMPLETES PRIVATE PLACEMENT

VANCOUVER, British Columbia, Canada /April 29, 2011/ -- Fireswirl Technologies Inc. (the "**Company**") is pleased to announce that it has completed its previously announced private placement (the "**Private Placement**") for 6,100,000 units (each, a "**Unit**") at a price of \$0.13 per Unit, which closed on April 28, 2011. Each Unit consisted of one common share (a "**Share**") and one-half of a share purchase warrant (a "**Warrant**"). Each whole Warrant entitles the holder to purchase one Share at a price of \$0.19 for a period of one year from the date of issue. The Company raised aggregate gross proceeds of approximately \$790,000 from the sale of the Units. All securities issued with respect to the Private Placement are subject to a hold period that expires four months and a day from the closing date in accordance with the rules and policies of the TSX Venture Exchange and applicable Canadian securities laws and such other further restrictions as may apply under foreign securities laws.

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The Company intends to use the net proceeds of the Private Placement for working capital and operating expenses.

Contact: Tony Lau  
Tel.: (604) 540-8805

This news release may contain certain forward-looking statements that reflect the current views and/or expectations of the Company with respect to its business and future events. Investors are cautioned that all forward-looking statements involve risks and uncertainties, including, without limitation, statements regarding the outlook for future operations, the evaluation of market conditions, and the ability to raise financing. Investors are cautioned that any such forward-looking statements are not guarantees and may involve risks and uncertainties, and that actual results may differ from those in the forward-looking statements as a result of various factors such as general economic and business conditions, including changes in economic conditions and misjudgments in the course of preparing forward-looking statements. These risks, as well as others, could cause actual results and events to vary significantly. The Company does not undertake any obligation to release publicly any revision for updating any voluntary forward-looking statements.

*NEITHER TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.*