

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

1. Name and Address of Company:

FIRESWIRL TECHNOLOGIES INC.
2823-595 Burrard Street, Three Bentall Centre
Vancouver, BC V7X 1L4

2. Date of Material Change:

The material change described in this report occurred on September 3, 2015.

3. News Release:

On September 3, 2015, 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 announced that its board of directors had adopted a new shareholder rights plan (the "**Plan**") and a new advance notice policy (the "**Policy**").

At the close of business on September 3, 2015, one right will be issued and will attach to each common share of the Company outstanding at that time. The rights will automatically attach to the Company's common shares (including any common shares issued in the future) and no further action will be required by the Company's shareholders.

The Policy, among other things, fixes a deadline by which director nominations must be submitted to the Company prior to any meeting of shareholders and sets forth the information that must be included in the notice to the Company in order for a nominee to be eligible for election.

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:

Ji Yoon
Chairman
Telephone: (604) 216-7304

9. Date of Report:

September 3, 2015.

SCHEDULE "A"



Fireswirl
Technologies Inc.

FIRESWIRL ADOPTS RIGHTS PLAN AND ADVANCE NOTICE POLICY

VANCOUVER, British Columbia, September 3, 2015 – Fireswirl Technologies Inc. (TSXV: FSW) ("**Fireswirl**" or the "**Company**") announced today that, effective as of the date hereof, its board of directors (the "**Board**") has adopted a shareholder rights plan (the "**Plan**") and an advance notice policy (the "**Policy**").

Shareholder Rights Plan

The Plan has been adopted to ensure, to the extent possible, that all shareholders of the Company are treated fairly and equally in connection with any take-over bid or other acquisition of control of the Company and that the Company's board of directors is provided with adequate time to evaluate such a take-over bid and, if appropriate, seek alternatives to maximize shareholder value.

At the close of business today, one right will be issued and will attach to each common share of the Company outstanding at that time. The rights will automatically attach to the common shares and no further action will be required by shareholders. A right will also attach to each common share of Company issued hereafter.

Subject to the terms of the Plan and to certain exceptions provided therein, the rights will become exercisable in the events stipulated therein, including if any person, together with joint actors, acquires or announces its intention to acquire 20% or more of the Company's outstanding shares without complying with the "Permitted Bid" provisions of the Plan or where the application of the Plan is waived in accordance with its terms. The "Permitted Bid" provisions prevent the dilutive effects of the Plan from operating if a take-over bid is made to all holders of common shares of the Company (other than the bidder) by way of a take-over bid circular that remains open for acceptance for a minimum of 60 days and that satisfies certain other conditions. If a take-over bid does not comply with the requirements of the Plan or where the application of the Plan is not waived in accordance with its terms, the rights holders (other than the acquiring person and its joint actors) will be entitled to purchase additional common shares of the Company at a significant discount to the market price.

The Plan is subject to regulatory acceptance and will be submitted for ratification by the shareholders of the Company at the first annual general meeting of the Company's shareholders held after the effective date of the Plan, which meeting is planned to be held within six months of the effective date of the Plan. If the Plan is not ratified at such meeting, it, together with the outstanding rights, will terminate and cease to be effective. The Company may also terminate the plan and all outstanding rights granted thereunder at any time prior to such meeting.

The full text of the Shareholder Rights Plan Agreement is available on SEDAR at www.sedar.com.

Advance Notice Policy

The purpose of the Policy is to provide shareholders, directors and management of the Company with a clear framework for nominating directors.

The Policy, among other things, fixes a deadline by which director nominations must be submitted to the Company prior to any meeting of shareholders and sets forth the information that must be included in the notice to the Company in order for a nominee to be eligible for election. No person will be eligible for election as a director of the Company unless nominated in accordance with the Policy.

In the case of an annual meeting, notice to the Company must be given not less than 30 nor more than 65 days prior to the date of such meeting; provided that, if the meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of such meeting was made, notice may be given no later than the close of business on the 10th day following such announcement.

In the case of a special meeting called for the purpose of electing directors that is not also an annual meeting, notice to the Company must be made no later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made.

The Policy will be submitted to the shareholders of the Company for approval at the first annual general meeting of the Company's shareholders held after the effective date of the Policy. If the Policy is not approved at such meeting, it will terminate and cease to be effective following the termination of such meeting.

The full text of the Advance Notice Policy is available on SEDAR at www.sedar.com.

About Fireswirl

Fireswirl Technologies Inc. (TSXV: FSW) is focused on creating transactional revenue by engineering electronic and mobile commerce solutions for content providers. The Company's technology has broad applications for solutions requiring multiple payment interfaces, multicurrency and multi-language capabilities. Fireswirl's solutions can be adapted to any industry seeking high volume or micro-payment solutions involving a wide base of users through internet or wireless applications.

For further information, please contact:

Ji Yoon
Chairman

Telephone: 604.216.7304
Fax: 604.677.6613
Email: jyoon@fireswirl.com
Website: www.fireswirl.com

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

This press release contains certain forward-looking statements that reflect the current views and/or expectations of Fireswirl with respect to the Company's business and future events. The reader is cautioned that forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other factors which are difficult to predict and may cause actual results or events to differ materially from those anticipated in such forward-looking statements. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which the Company operates. Forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Assumptions underlying the Company's expectations regarding forward-looking statements contained in this news release include, among others, that all required approvals under the Plan and the Policy will be obtained in the anticipated timeframe. Investors are cautioned that all forward-looking statements involve risks and uncertainties including, without limitation, that all required approvals under the Plan and the Policy will not be obtained in the anticipated timeframe. 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, which are qualified in their entirety by this cautionary statement. Fireswirl does not undertake any obligation to release publicly any revisions for updating any voluntary forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable securities laws.