

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

**1. NAME AND ADDRESS OF COMPANY**

Fireswirl Technologies Inc.  
#2710 – 200 Granville Street  
Vancouver, BC V6C 1S4

**2. DATE OF MATERIAL CHANGE**

May 28, 2020

**3. NEWS RELEASE**

News release dated May 29, 2020 was disseminated via [news@baystreet.com](mailto:news@baystreet.com) and [news@stokcwatch.com](mailto:news@stokcwatch.com) on May 29, 2020.

**4. SUMMARY OF MATERIAL CHANGE**

Fireswirl Technologies Inc. completes shares for debt settlement.

**5. FULL DESCRIPTION OF MATERIAL CHANGE**

Fireswirl Technologies Inc. (the “**Company**”) has settled \$203,354 of debt with creditors by issuing 1,506,328 common shares of the Company at a deemed price of \$0.135 per share. The shares issued in connection with the debt settlement are subject to a four-month hold period expiring on September 29, 2020.

In connection with the debt settlement, the Company issued common shares to persons that are directors of the Company. The Company has determined that exemptions from the various requirements of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) are available for the issuance of the common shares to these related parties. The Company is relying on the exemptions from the formal valuation and minority approval requirements contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, on the basis that the fair market value of the transaction does not exceed 25 per cent of the Company's market capitalization.

**6. RELIANCE ON SUBSECTION 7.1(2) OF NATIONAL INSTRUMENT 51-102**

Not applicable.

**7. OMITTED INFORMATION**

Not applicable.

**8. EXECUTIVE OFFICER**

Rana Vig, President and CEO  
Telephone: (604) 218-4766

**9. DATE OF REPORT**

June 1, 2020