

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

June 15, 2020

3. NEWS RELEASE

News release dated June 15, 2020 was disseminated via news@stockwatch.com on June 15, 2020.

4. SUMMARY OF MATERIAL CHANGE

Fireswirl Technologies Inc. signs letter of intent with West Pacific Ventures Corp.

5. FULL DESCRIPTION OF MATERIAL CHANGE

Fireswirl Technologies Inc. (the “Company”) announce that it has entered into a binding letter of intent dated June 12, 2020 with West Pacific Ventures Corp. (“West Pacific”), a private company incorporated in British Columbia. Pursuant to the letter of intent, the Company is proposing to acquire 100% of the outstanding shares of West Pacific in consideration for shares of the Company. The resulting company will apply to list on the Canadian Securities Exchange (“CSE”).

West Pacific holds the right to acquire a 100% interest in eight copper focused projects (the “Property”) in northern Chile from Revelo Resources Corp. (“Revelo”) pursuant to the terms of a binding letter of intent between West Pacific and Revelo. The Company is at Arm’s Length to West Pacific and Revelo.

"This presents an excellent opportunity for the Company to acquire a significant land position of nearly 58,000 hectares of highly prospective land that neighbours Majors operating in the area in one of the best known copper regions in the world,” said Rana Vig, President and CEO of the Company. “In addition, we have also assembled a team of highly experienced senior mining executives who come with proven track records and first hand knowledge and experience in Chile,” he added.

The Chilean Mining Properties (the “Property”)

The eight properties included in the letter of intent comprise highly prospective land of approximately 58,000 hectares referred to as Arrieros, Block 2, Block 3, Block 4, Redondo-Veronica, Cerro Blanco, Cerro Buenos Aires and Morros Blancos. Following is a description of the properties.

Post-Mineral Covered “Pampa” Projects

The Arrieros, Block 2, Block 3, Block 4 and Redondo-Veronica projects all lie along the mid-Tertiary aged magmatic belt of northern Chile, often referred to as the Domeyko Cordillera or the West Fissure Belt. This mineral belt, stretching over some 600 kilometers north-south, is host to some of the most important porphyry copper mines and districts in the world, such as Collahuasi (Anglo American, Glencore and partners), Chuquicamata (Codelco), Centinela (Antofagasta Minerals, Marubeni and partners), La Escondida (BHP, Rio Tinto and partners) and El Salvador (Codelco), amongst others. The Domeyko Cordillera copper mines are responsible for producing around 15% of world copper production, and around 56% of Chilean copper production, and include the world’s largest single copper mine at La Escondida. All five of the projects are characterised by extensive post-mineral gravel and

caliche-covered basins, typically called “pampas”, which obscure the underlying geology. Geophysics followed by drill testing are the main tools available for exploration.

The projects all lie directly along trend from major producing copper mines and have potential for concealing buried porphyry copper systems, as evidenced by peripheral hydrothermal alteration zones at each project exhibiting characteristics related to porphyry copper deposits. Two projects, Arrieros and Block 3, already have exploration magnetic data coverage that reveals a series of geophysical anomalies that could possibly be related to buried porphyry copper systems. Although limited historic drilling has been carried out on some of the projects, the drilling is generally wide-spaced or off-target based on existing data, and large areas with potential to conceal large porphyry systems remain untested. None of the projects currently has Induced Polarisation (“IP”) coverage.

It will be the intent of the Company to initially focus on the highly prospective Arrieros property with both magnetic surveys and IP surveys in order to delineate potential drill targets for follow-up.

The above “Pampa” properties that the Company is proposing to acquire are early stage exploration properties and mineralization hosted on adjacent and or nearby properties in not necessarily indicative of the mineralization hosted on the properties.

High-Level “Lithocap” Projects

The Cerro Blanco, Cerro Buenos Aires and Morros Blancos projects all lie along the early-Tertiary aged magmatic belt of northern Chile often referred to as the Central Belt or the Paleocene Belt. This mineral belt extends from at least southern Peru to central Chile – more than 1,500 kilometers – and is host to important porphyry copper deposits and mines such as Cerro Verde (Freeport and partners), Cuajone and Toquepala (Southern Copper) and Quellaveco (Anglo American and partners) in southern Peru, and Cerro Colorado and Spence (BHP and partners), Sierra Gorda (KGHM and partners), and Relincho (Teck and partners), in northern Chile. The segment of the belt between the latitudes of approximately Antofagasta and Copiapo, a distance of around 400 kilometers, is also characterised by historically important and currently producing gold and silver mines of both high-sulphidation and low-sulphidation type, such as the El Peñon-Fortuna district (Yamana Gold), Amancaya and Guanaco (Austral Gold), and the Inca de Oro district.

The three projects all occur within the central segment dominated by gold and silver deposits and mines and are located between El Peñon and Amancaya. The three projects are characterised by high-level, advanced argillic hydrothermal alteration zones commonly called “lithocaps”, which typically occur above potential high-sulphidation and/or porphyry copper or copper-gold systems. Cerro Buenos Aires and Morros Blancos have extensive, zoned alteration zones with zoned geochemical patterns at surface, while Cerro Blanco is a relatively small outcrop (about 1 Km across) surrounded by extensive post-mineral gravel “pampas”.

Magnetics coverage at both Cerro Buenos Aires and Cerro Blanco reveals several magnetic highs that might be related to porphyry copper centres. Minor drilling at all three projects, peripheral to the main targets as currently understood, supports the proposed porphyry copper model. The Cerro Blanco area requires IP coverage in order to understand better the magnetic features apparent through the extensive cover, with a view to delineating drill targets.

The above “Lithocap” properties that the Company is proposing to acquire are early stage exploration properties and mineralization hosted on adjacent and or nearby properties in not necessarily indicative of the mineralization hosted on the properties.

Transaction Terms

Pursuant to the letter of intent with West Pacific, the Company is proposing to acquire 100% of the outstanding shares of West Pacific by issuing shares of the Company to the shareholders of West Pacific on the basis of 14,300,200 shares to existing West Pacific Shareholders, plus that number of shares equal to 19.9% of the total issued shares of the Company on closing of the transaction to Revelo. Revelo will also

have an anti-dilution right that will maintain Revelo's interest in the Company at 19.9% until such time as the Company and / or West Pacific has raised an aggregate of \$6,000,000 in equity financings, including any financing closing concurrently with the transaction. Thereafter, Revelo will have the right to maintain its percentage interest in the Company for a further two years. The Company has also agreed to provide Revelo with the right to appoint one director to the board of directors.

Private Placement

In connection with the Transaction, the Company proposes to complete a concurrent private placement offering for gross proceeds of a minimum of \$4,000,000 (the "Private Placement"). Pricing of the Private Placement will be determined in the context of the market at a future date. Use of proceeds of the Private Placement will be allocated primarily to advancing exploration activities on the Property.

West Pacific Agreement with Revelo

The letter of intent between West Pacific and Revelo provides that West Pacific may acquire the eight copper projects in Chile by paying Revelo on closing of the acquisition US \$300,000 in cash (of which US \$125,000 has been paid), and issuing shares of West Pacific that pursuant to the letter of intent between West Pacific and the Company will be exchanged for shares of the Company on closing. In addition, Revelo may receive a contingent payment of US \$2 million, on a project by project basis (up to a total of US \$16 million) on the completion of the first bankable feasibility study on a project; and a further contingent payment of US \$3 million on a project by project basis (up to a total of US \$24 million) upon the initiation of commercial production on a project.

Proposed Directors and Officers Post Transaction

On closing of the Transaction, it is anticipated that the board of directors will be comprised of 5 directors, of which Revelo is entitled to nominate one director, and the remainder will be determined by the Company and West Pacific. The Company also expects to engage certain members of Revelo's technical team to conduct part of the planned exploration activities on the Chilean mining projects. Mr. Julian R.F. Bavin has agreed to act as Chief Executive Officer of the Company and Mr. Adrian Manger to act as the non-executive Chairman of the new board of directors on closing of the Transaction. The following five (5) highly experienced professionals, inclusive of Mr. Bavin and Mr. Manger are expected to form the new board of directors of the Company upon completion of the Transaction. Current officers and directors of the Company, with the exception of Mr. Gurdeep Bains, will resign on closing of the Transaction. Associated brief biographies are as follow:

Julian R. F. Bavin

Mr. Bavin, is a senior executive with more than 35 years of experience. Originally a geologist, he studied at the University of Leicester, UK (B.Sc. Honours in Mining Geology), Royal School of Mines, Imperial College (M.Sc. in Mineral Exploration), and London Business School. Previously he was a Business Development executive, and latterly, Exploration Director at Rio Tinto where he led discovery teams and advancement of copper resources now in production or Feasibility study including La Granja, Mina Justa and Constancia in Peru, Altar in Argentina, and world class resources including Potasio Rio Colorado in Argentina (Potassium), Armagosa in Brazil (Bauxite), and Jadar in Serbia (Lithium/Borate). He is, or has been, a director of 5 public companies including Exeter Resource Corp. (NYSE, TSX) from 2010 through to the sale to Goldcorp in 2017. He is also the co-founder of 4 private copper exploration companies in Chile and Peru, two of which were optioned out to Majors, and the co-founder of a private mineral exploration company in Australia focused on project generation through Artificial IntelligenceI (now called SenseOre).

Adrian Manger

Mr. Manger is a Certified Practising Accountant (CPA) and Senior business executive with 30 years of minerals industry experience, including 20 years in executive and leadership roles with BHP. These roles included being CFO and Executive Leadership team member for a US \$1 Billion greenfield mining development of a major discovered copper porphyry in Chile (Minera Spence) where he delivered the project on budget and ahead of schedule. Post BHP, he led, negotiated and closed the sale of a private business to an ASX listed company; private financing from high net worth investors; investment bank funding for early stage exploration; Joint Venture agreements with majors over multiple exploration properties; and strategic alliance and subsequent merger with private equity. Recently he was also the Chilean based advisor to the Melbourne based Billion dollar plus private equity fund, EMR Capital, on the US \$320 million acquisition & transition of a major copper mine in Chile.

Timothy J. Beale

Mr. Beale holds a Bachelor's degree in Geology from Chelsea College, University of London and a Master's degree in Mineral Exploration from Royal School of Mines, Imperial College in London. A geologist with more than 30 years of experience in the minerals industry, including 20 years living and working in South America. Mr. Beale held senior exploration positions with Rio Tinto, Anglo American, Hochschild Mining and BP Minerals and has also worked as an independent consultant. He has been involved with teams in several mineral discoveries and is currently President and CEO of Revelo Resources Corp., a TSX-V listed junior company, where he has helped to raise more than \$15 million in equity capital. Mr. Beale has also been involved in early stage discoveries in Argentina and helped lead a successful US \$400 million bid for the state privatisation of a copper asset in Peru.

Ioannis (Yannis) Tsitos

Mr. Tsitos has nearly 30 years of experience in the mining industry, having spent 19 years with the BHP Billiton group, one of the biggest mining companies in the world. In his time in the industry, he has lived and worked in Canada, Ecuador, United Kingdom, Greece and South Africa, while doing business in 32 countries. Originally a physicist-geophysicist, he left BHP Billiton in 2008 as the New Business Manager for global minerals exploration. Mr. Tsitos has been instrumental in three discoveries in porphyry-copper, nickel-sulphide and gold deposits. He holds a B.Sc degree in Physics from the University of Athens and a Master's degree in Applied Geophysics and Geology from the University of Birmingham, UK. In addition, he completed management and finance studies as part of an MBA program with Herriot Watt University, Edinburgh. He is currently the President of Goldsource Mines Inc., a TSX.V listed company and has raised in excess of \$100M of equity financings. He sits on several company boards as an independent director, has published articles in exploration and mining magazines on relevant topics and has been a strong advocate of anti-corruption policies in the mining industry.

Gurdeep Bains

Mr. Bains is a Chartered Professional Accountant (CPA, CA) with more than 20 years business experience in a number of industries. He received his Chartered Accountant Designation from the Institute of Chartered Accountants of BC and in 2004 graduated from Simon Fraser University with a Bachelor of Business Administration. Mr. Bains has had senior financial roles, including Senior Auditor with KPMG from 2000 to 2005, Vice President, Internal Audit & Financial Analysis with Canaccord Genuity from 2005 to 2014, where he was involved in the company's global expansion by performing the due diligence and integration of \$850M in acquisitions in Canada, US, UK, Australia and China. After leaving Canaccord he became the Chief Financial Officer at OK Tire Stores Inc, an automotive company with over 330 locations across Canada with revenues of nearly \$900 Million. He has raised more than \$200M in equity capital for private and public companies.

Name Change

Upon completion of the Transaction, the Company will change its name to a new name to be determined that better reflects the new operations of the Company.

Trading Halt

The common shares of the Company are currently halted from trading. The common shares of the Company are expected to remain halted until completion of the Transaction.

Conditions to Closing the Transaction

Completion of the Transaction is subject to a number of conditions, including, but not limited to completion of a private placement for proceeds of no less than \$4 million, receipt of CSE approval to the listing of the Company, and completion of satisfactory due diligence by the Company. Further details relating to the Transaction will be announced upon a formal definitive agreement being executed or will otherwise be available in a filing statement prepared in connection with the Transaction.

Qualified Person

Technical information in this news release was approved by Antonio Celis, PGeo., a qualified person as defined in NI 43-101, and a consultant, to the Company.

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 19, 2020