

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1: Name and Address of Reporting Issuer

VPN Technologies Inc. (the “Company”)
804 – 750 West Pender Street
Vancouver, BC V6C 2T7

Item 2: Date of Material Change

February 22, 2021.

Item 3: News Release

A news release was issued and disseminated on February 22, 2021 and filed on SEDAR (www.sedar.com).

Item 4: Summary of Material Changes

The Company announced the closing of its non-brokered private placement (the “Private Placement”) and debt settlement (the “Debt Settlement”), as further described in Item 5 below.

Item 5: Full Description of Material Change

The Company announced that it has closed its Private Placement issuing 19,197,430 units (the “Units”) at price of \$0.07 per Unit, raising total gross proceeds of \$1,343,820.

Each Unit consists of one common share (a “Share”) and one transferable common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to acquire one additional Share of the Company at a price of \$0.10 per Share until 4:00 p.m. (Vancouver time) for two years from the date of closing (the “Closing Date”) the Private Placement.

The Company will use the proceeds from the Private Placement for potential acquisitions to add to the Company’s technology space and for general working capital.

The Company paid finder’s fees of \$85,680 and 1,224,000 finder’s warrants (the “Finder’s Warrants”) to Equity Analytica Inc. The Finder’s Warrants are exercisable on the same terms as the Private Placement Warrants.

The Company also announced that it has issued 6,221,430 Units at a deemed price of \$0.07 per Unit, pursuant to past consulting and other services provided to the Company for the total amount of \$435,500. The Each Unit consists of one Share and one Warrant. Each Warrant entitles the holder to acquire one additional Share of the Company at a price of \$0.10 per Share until 4:00 p.m. (Vancouver time) for two years from the Closing Date.

Paul Dickson, CEO and a director of the Company received 1,000,000 Units in the Debt Settlement through his company, Basic Corporate Services Ltd. and Christopher P. Cherry, CFO and a director of the Company received 500,000 Units in the Debt Settlement through his company, Cherry Consulting Ltd.

As a result, the Debt Settlement transaction is a related party transaction (as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company relied upon section 5.5(b) the “Issuer Not Listed on Specified Markets” and 5.7(a) the “Fair Market Value Not More than \$2,500,000” and exemptions from the formal valuation and minority shareholder approval requirements, respectively, under MI 61-101.

All securities issued pursuant to the Private Placement and Debt Settlement are subject to a mandatory 4 month hold period.

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

For further information, please contact:

Paul Dickson, President & CEO

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Item 9: Date of Report

February 22, 2021.