

First Responder Technologies Inc.
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PI Financial Corp.
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August 12, 2019


STRICTLY PRIVATE AND CONFIDENTIAL

Attention: Mr. Kulwant Malhi, President & CEO

By execution of this addendum to the original engagement letter dated March 20, 2019, PI Financial Corp. (“PI” or the “Agent”) and First Responder Technologies Inc. (the “Company”) agree to revise the terms of the Offering to a minimum of 10,000,000 units and a maximum of 20,000,000 units at \$0.35 per unit for gross proceeds of a minimum of \$3,500,000 to a maximum of \$7,000,000. A revised Schedule A comprising the term sheet is attached which reflects these new terms and also extends the proposed closing date to December 31, 2019. All other terms and definitions contained in the original engagement letter remain the same.

Yours truly,

PI FINANCIAL CORP.



Jim Locke, CFA
Vice President, Investment Banking

Accepted this ____ day of August, 2019

FIRST RESPONDER TECHNOLOGIES INC.

By: 

Authorized Signing Officer

Name: Kulwant Malhi
Chairman & Director

**SCHEDULE "A" - TERM SHEET
INITIAL PUBLIC OFFERING OF SHARES**

ISSUER: First Responder Technologies Inc. (the "Company")

AGENT: PI Financial Corp. ("PI" or the "Agent").

OFFERING: Initial public offering (the "Offering") of a minimum of 10,000,000 and a maximum of 20,000,000 Units (the "Units") comprising one common share and one-half common share purchase warrant on a commercially reasonable efforts basis, to be issued in British Columbia, Alberta and Ontario and such other jurisdictions as may be agreed to by the Company and the Agent, by way of prospectus, subject to the receipt of necessary regulatory approvals. Each whole warrant is exercisable to acquire one common share @ \$0.50 for 24 months from the date of issue (the "Expiry Date")

PRICE: \$0.35 per Unit

GROSS PROCEEDS: Minimum of \$3,500,000 to a maximum of \$7,000,000

CLOSING DATE: Closing of the Offering is to occur on or before December 31, 2019, or such other date as may be agreed upon by the Company and the Agent (the "Closing Date").

LISTING OF SECURITIES: The Company will cause its common shares to be conditionally listed on the Canadian Securities Exchange (the "Exchange") concurrent with the closing of the Offering. Conditional acceptance of the Listing Application will be required prior to completion of the Offering

COMMISSION: The Company will pay the Agent a cash commission of 8% of the gross proceeds raised, payable from the gross proceeds of the Offering upon Closing.

COMPENSATION OPTIONS: On the Closing Date of the Offering, the Agent will be granted non- transferrable compensation options (the "Compensation Options") equal in number to 8% of the number of Units sold under the Offering which will entitle PI to purchase, at an exercise price equal to \$0.50. The Compensation Options may be exercised at any time and from time to time for a period of 24 months following the Listing Date.

FEES AND EXPENSES: The Company shall pay the Agent a corporate finance fee of \$25,000 plus GST of \$1,250 for a total of \$26,250 of which a 50% non-refundable deposit of \$12,500 plus GST of \$625 is payable upon execution of this letter agreement. The balance of the corporate finance fee will be paid upon closing of the Offering.

The Company will be responsible for all expenses incurred in connection with the Offering, including the Agent's out-of-pocket expenses and fees and disbursements of the Agent's legal counsel to a maximum of \$50,000 plus disbursements and taxes.

RETAINER: The Company shall provide the Agent with a retainer of \$10,000 in connection with the Agent's anticipated expenses, including legal expenses. The retainer shall be applied against these expenses.

RIGHT OF FIRST REFUSAL: The Company agrees that PI will have a right of first refusal to act as the Company's fiscal agent in respect of any brokered financing for 12 months following completion of the Offering.

