

FIRST RESPONDER TECHNOLOGIES INC.

Suite 915, 700 West Pender Street
Vancouver, B.C. V6C 1G8
Telephone: 604-561-2687

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the “**Meeting**”) of shareholders of **First Responder Technologies Inc.** (the “**Company**”) will be held at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, on December 10, 2020, at 10:00 a.m. (Pacific Time).

In light of the ongoing public health concerns related to COVID-19 and in order to comply with measures imposed by the federal and provincial governments, the Company is encouraging Shareholders and others not to attend the Meeting in person, but instead to submit their votes by proxy well in advance of the Meeting proxy deadline of 10:00 a.m. (Pacific Time) on December 8, 2020. Shareholders wishing to attend the Meeting in person must call the Vancouver office of McMillan LLP at (604) 689-9111 at least 48 hours prior to the date of the Meeting for further instructions on in-person attendance procedures.

The Company is offering Shareholders the option to listen and participate (but not vote) at the Meeting in real time by conference call at the following coordinates:

Dial by your location

Canada Toll Free:	1-855-244-8677
USA Toll Free:	1-855-282-6330
Access Code:	244 105 85

As of the date of this Notice, the Company intends to hold the Meeting in physical face-to-face format and include a telephone conference call so shareholders can listen to the Meeting in real time. We are continuously monitoring the current coronavirus pandemic, and in light of rapidly evolving news and guidelines related to COVID-19, we ask that, in considering whether to attend the Meeting in person, Shareholders follow instructions of the Public Health Agency of Canada (<https://www.canada.ca/en/public-health/services/diseases/coronavirus-disease-covid-19.html>) and any applicable additional provincial and local health department instructions. You should not attend the Meeting in person if you are experiencing any cold or flu-like symptoms, or if you or someone with whom you have been in close contact has travelled to/from outside of Canada within the 14 days prior to the Meeting. **In order to minimize group sizes and respect social distancing regulations, all Shareholders are urged to vote on the matters before the Meeting by proxy, which proxy can be submitted electronically or by mail as described in the accompanying Information Circular.** We reserve the right to take any additional precautionary measures we deem appropriate in relation to the Meeting in response to further developments in respect of the COVID-19 pandemic. Should any changes to the Meeting format occur, the Company will announce any and all changes by way of news release, which will be filed under the Company’s profile at www.sedar.com. We strongly recommend you check the Company’s website www.firstresponderstech.com prior to the Meeting for the most current information. In the event of any changes to the Meeting format due to the COVID-19 pandemic, the Company will **not** prepare or mail amended Meeting materials.

Shareholders who intend to attend the meeting via teleconference must **submit votes by Proxy ahead of the proxy deadline of 10:00 a.m. (Pacific Time) on December 8, 2020.** Attendance by teleconference allows Shareholders to listen to, but not to vote at the Meeting.

Purpose of the Meeting

The Meeting is to be held for the following purposes:

1. To receive and consider the annual audited financial statements of the Company for its fiscal year ended June 30, 2020, together with the auditor's report thereon;
2. To set the number of directors to be elected to the Board of Directors of the Company for the ensuing year at six (6) persons;
3. To elect the Board of Directors of the Company for the ensuing year;
4. To appoint an auditor of the Company for the ensuing year and to authorize the Board of Directors to fix the auditor's remuneration;
5. To consider and, if deemed advisable, to ratify and approve the adoption of the Company's Stock Option Plan; and
6. To consider and, if deemed advisable, to ratify and approve the adoption of the Company's Restricted Share Unit Plan.

The Information Circular accompanies this Notice and contains further details of the matters to be considered at the Meeting.

No other matters are contemplated for presentation to the Meeting, however any permitted amendment to or variation of any matter identified in this Notice may properly be considered at the Meeting. The Meeting may also consider the transaction of such other business as may properly come before the Meeting or any adjournment thereof.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of Proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting must follow the instructions set out in the form of Proxy and in the Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at Vancouver, British Columbia, November 10th, 2020.

BY ORDER OF THE BOARD

“Robert Delamar”

**Robert Delamar
Chief Executive Officer**

FIRST RESPONDER TECHNOLOGIES INC.

Suite 915, 700 West Pender Street
Vancouver, B.C. V6C 1G8
Telephone: 604-561-2687

INFORMATION CIRCULAR

(as at November 9, 2020, *except as otherwise indicated*)

This Information Circular (the “Circular” or the “Information Circular”) is furnished in connection with the solicitation of proxies by the management First Responder Technologies Inc. (the “Company” or “First Responder”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on December 10, 2020, at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

In this Circular, references to the “Company”, “First Responder”, “we” and “our” refer to **First Responder Technologies Inc.** “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders. “Registered Shareholder” means a shareholder who holds Common Shares in their, or its, own name and is registered on the share register of the Company as of the Record Date.

Reporting Currency and Financial Information

Except as otherwise indicated in this Information Circular, references to “Canadian dollars”, “C\$” and “\$” are to the currency of Canada and references to “U.S. dollars”, “US\$” or “USD” are to the currency of the United States.

All financial statements and financial data derived therefrom included in this Information Circular pertaining to First Responder has been prepared in accordance with International Financial Reporting Standards (“IFRS”).

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies (each, a “Proxy”) will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company has arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and the Company may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

In accordance with the requirements of NI 54-101, the Company distributes copies of the Notice of Meeting, this Information Circular and the form of Proxy (collectively, the “Meeting Materials”) to Intermediaries for onward distribution to Beneficial Shareholders. The Company does not send Meeting Materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting Materials to all Beneficial Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

Appointment of Proxyholders

The individuals named in the accompanying form of Proxy are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or Company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy, will vote for the nominees of management for election as director and will vote for the auditor as identified in the Proxy.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may choose one of the following methods to do so:

- (a) complete, date and sign the enclosed form of proxy and return it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9; or
- (b) use a touch-tone phone to transmit voting choices to a toll free number. Registered shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (c) via the internet through Computershare's website at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number.

Registered Shareholders must ensure that the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting, or the adjournment thereof, at which the proxy is to be used.

Beneficial Shareholders

You are a Beneficial Shareholder if the Common Shares you own are registered in the name of an intermediary such as your broker, an agent or nominee of that broker or another intermediary. Most shareholders are Beneficial Shareholders. If your Common Shares are listed in an account statement provided to you by a broker, then in almost all cases those Common Shares will not be registered in your name on the records of the Company. Such Common Shares will more likely be registered under the names of intermediaries. In Canada the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many United States brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

There are two kinds of Beneficial Shareholders: Objecting Beneficial Owners (“**OBOs**”) who object to their name being disclosed to the issuers of securities they own; or Non-Objecting Beneficial Owners (“**NOBOs**”) who do not object to the issuers of the securities they own knowing who they are. The Proxy solicitation materials relating to the Meeting are being mailed to all registered holders and all NOBOs. Broadridge Financial Solutions, Inc. (“**Broadridge**”) will complete the mailing to all NOBO holders. As a result, NOBOs can expect to receive a scannable Voting Instruction Form (“**VIF**”) from Broadridge. The VIF is to be completed and returned to Broadridge as set out in the instructions provided on the VIF. Broadridge will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by the VIFs they receive.

If you are a Beneficial Shareholder, you will receive a voting instruction form from your intermediary, which will relate to those Common Shares that are held on your behalf. Your intermediary is required by Canadian securities laws to seek voting instructions from you as a Beneficial Shareholder in advance of the Meeting.

These securityholder materials are being sent to both Registered and Non-registered (Beneficial) Shareholders of the Company. If you are a Non-registered Shareholder, and the Company or its agent sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

If the Company has chosen to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in your request for voting instructions.

With respect to the Meeting, the Company has asked Broadridge to send the Meeting proxy materials to the Beneficial Shareholders.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. in Canada and in the United States. Broadridge mails a VIF in lieu of

a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Company), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge's instructions. Broadridge tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge's instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia) (the "BCBCA"), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it by:

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or duly authorized attorney, and by delivering the proxy bearing a later date to Computershare or at the address of the registered office of the Company at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors, the appointment of the auditor, the ratification and approval of adoption of the Stock Option Plan and the ratification and approval of adoption of the Restricted Share Unit Plan and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Common Shares are listed for trading on the Canadian Securities Exchange (the “CSE”). The Board has fixed November 9, 2020 as the record date (the “**Record Date**”) for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Common Shares are listed for trading on the CSE under the stock symbol “WPN” and on the OTCQB under the ticker symbol “WPNNF”. The Company is authorized to issue an unlimited number of Common Shares. As of November 9, 2020 there were 61,881,718 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at November 9, 2020 are:

Shareholder Name	Number of Common Shares Held ⁽¹⁾	Percentage of Issued Common Shares
Bullrun Capital Inc.	9,033,840 ⁽²⁾	14.60%

Notes:

- (1) This information was obtained from Computershare Investor Services Inc., transfer agent of the Company.
- (2) Mr. Kulwant Malhi, a former officer and director of the Company, is the sole shareholder of Bullrun Capital Inc.

The following documents filed with the securities commissions, or similar regulatory authority in British Columbia, Alberta and Ontario, are specifically incorporated by reference into, and form an integral part of, this Information Circular:

- June 30, 2020 year-end financial statements, report of the auditor and related management discussion and analysis as filed under the Company’s profile at www.sedar.com.

Printed copies of documents incorporated herein by reference may be obtained by a shareholder upon request without charge from the Company at Suite 915, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, telephone no. (604) 561-2687 or by email to michael@firstrespondertech.com. These documents are available under the Company’s profile at www.sedar.com.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein with the exception of the ordinary resolution to ratify and approve adoption of the Company's Restricted Share Unit Plan, which requires a majority vote in favour by disinterested shareholders of the Company, present in person or by Proxy who vote in respect of that disinterested shareholder resolution at the Meeting.

If there are more nominees for election as director or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled all nominees for election as director will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

At the Meeting, shareholders of the Company will be asked to set the number of directors to be elected to the Company's Board of Directors (the "**Board**") at six (6).

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the BCBCA, each director elected will hold office until the conclusion of the next annual meeting of the Company or, if no director is then elected, until a successor is elected.

Advance Notice

Pursuant to the Company's Articles, as amended by Shareholder approval on October 23, 2019, nominations of persons for election to the Board may be made by a proposal made in accordance with the BCBCA or a requisition of a shareholder meeting by none or more of the shareholders made in accordance with the provisions of the BCBCA in circumstances where nominations of persons for election to the Board or Directors are made by shareholders of the Company. Nominations of persons for election to the Board may also be made by any person (a "**Nominating Shareholder**") by giving timely notice in proper written form ("**Nominating Notice**") to the Company provided that such Nominating Shareholder is, at the close of business on the date of giving such Nominating Notice and at the close of business on the Record Date, a registered or beneficial owner of one or more Common Shares carrying the right to vote at such meeting. The information required in the Nominating Notice is set out in the Company's Articles.

For a nomination made by a Nominating Shareholder to be timely notice (a "**Timely Notice**"), the Nominating Shareholder's notice must be received by the secretary of the Company:

- (a) in the case of an annual meeting of shareholders (including an annual and special meeting), not later than close of business on the 30th day prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 65 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the 10th day following the Notice Date; and
- (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors, not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting is made by the Company.

In the event of an adjournment or postponement of an annual meeting or special meeting of shareholders or any announcement thereof, a new time period shall commence for the giving of a Timely Notice.

The following disclosure sets out the names of management's six (6) nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment currently and for the 5 preceding years, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled⁽¹⁾
Stockwell Day Director, Board Chairman British Columbia, Canada	<ul style="list-style-type: none"> • Chairman of the Board of the Company • Founder, Stockwell Day Connex 	Since July 10, 2020	Nil ⁽²⁾
Robert F. Delamar CEO and Director British Columbia, Canada	<ul style="list-style-type: none"> • Chief Executive Officer and a Director of the Company • Civil Litigator • COO and General Counsel of Pixhub Media Inc. (September 2017 until March 2018) • Senior Advisor and Board Member of Pacific Future Energy Corporation (April 2016 to July 2017) • Co-CEO and Board Member of BitTorrent Inc. (April 2016 to September 2016) • CEO and Board Member of Pacific Future Energy Corporation (May 2014 to March 2016) • Chief Commercial Officer of UUX, Inc. (October 2013 to May 2014) 	Since July 24, 2019	Nil ⁽³⁾

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾
Michael Malana ⁽⁸⁾ CFO and Director British Columbia, Canada	<ul style="list-style-type: none"> • Chief Financial Officer and Director of the Company • Consultant • Self-employed 	Since February 8, 2019	5,000 ⁽⁴⁾
Michael Charles Kelly ⁽⁸⁾ Director British Columbia, Canada	<ul style="list-style-type: none"> • Director of the Company • Former member of the Royal Canadian Mounted Police (2001 to 2015) • Former member of the Canadian Armed Forces Military Police 	Since March 13, 2018	500,000 ⁽⁵⁾
Christopher Moreau ⁽⁸⁾ Director Manitoba, Canada	<ul style="list-style-type: none"> • Director of the Company • Former President of the Company (February to July, 2019) • CEO of Algernon Pharmaceuticals Inc. • Self-employed business consultant (2016 – 2018) • CEO of Miraculins Inc. (CSE) (2007 – 2016) • Director of Miraculins Inc. (CSE) (2011 – 2016) 	Since February 8, 2019	Nil ⁽⁶⁾
Erin Campbell ⁽⁸⁾ Director Alberta, Canada	<ul style="list-style-type: none"> • Director of the Company • Consultant to mining and technology issuers 	Since September 16, 2020	Nil ⁽⁷⁾

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees.
- (2) Mr. Day holds 500,000 Options and 650,000 RSUs. See “*Statement of Executive Compensation*” below for further information.
- (3) Mr. Delamar holds 1,500,000 Options. See “*Statement of Executive Compensation*” below for further information.

- (4) In addition, Mr. Malana holds 75,000 Options and 525,000 RSUs. See “*Statement of Executive Compensation*” below for further information.
- (5) In addition, Mr. Kelly holds 100,000 Options. See “*Statement of Executive Compensation*” below for further information.
- (6) Mr. Moreau holds 100,000 Options and 170,000 RSUs. See “*Statement of Executive Compensation*” below for further information.
- (7) Ms. Campbell holds 200,000 RSUs. See “*Statement of Executive Compensation*” below for further information.
- (8) Member of the Audit Committee.

Biographies of Director Nominees

Robert Delamar – CEO and Director

Mr. Delamar is a lawyer and high technology CEO with almost two decades of experience working in the start-up world, both internationally, and in Silicon Valley. Following articles at Blake, Cassels & Graydon in Vancouver, Mr. Delamar worked in an executive business development role for an Israeli satellite communications start-up that was sold to Gilat Satellite Networks in 2010. After founding and leading an international digital media company based in Silicon Valley, where he served as CEO between 2011 and 2014. Mr. Delamar returned home to Vancouver to co-found and serve as the first CEO for Pacific Future Energy Corporation, a Near-Zero Net Carbon cleantech refinery project.

In 2015, Mr. Delamar and associates acquired a controlling stake in BitTorrent, Inc., based in San Francisco, where as co-CEO of the company, he lead a radical overhaul of the company’s business before divesting his stake in 2016. Since 2016, Mr. Delamar has been based in Vancouver where, in addition to his legal practice, he has consulted for a number of local high tech companies.

Hon. Stockwell Day, PC – Chairman of the Board

Hon. Stockwell Day, PC, operates a consulting business called Stockwell Day Connex. He served at the provincial and federal levels of government for over 25 years. From 2000 to 2011, Stockwell served as a Member of Parliament with the federal government, holding various positions including Leader of the Official Opposition, Minister of Public Safety, Minister of International Trade, Minister for the Asia-Pacific Gateway, senior Minister responsible for British Columbia and President of the Treasury Board. From 1986 to 2000, Stockwell served with the Alberta government in a variety of roles, including Minister of Labour, Minister of Social Services, Provincial Treasurer and Minister of Finance. Stockwell attended the University of Victoria and has Honorary Doctorates from the University of St. Petersburg, Russia and Trinity Western University. He is a Distinguished Fellow of the Asia Pacific Foundation of Canada and a Certified Member of the Institute of Corporate Directors. In 2018, he received a lifetime achievement award from the Canada China Business Council and, in 2019, he received an award of merit from B’nai Brith Canada and the Peter Loughheed Award for leadership in public policy. Mr. Day serves on a number of corporate boards and on boards of non-governmental organizations

Michael Charles Kelly – Director

Michael Charles Kelly is a former Member of the Canadian Armed Forces Military Police and a retired member of the Royal Canadian Mounted Police. Mr. Kelly currently serves as a director of the Company and is a respected businessman based in Kelowna, British Columbia.

Michael Malana – CFO and Director

Michael Malana is the Chief Financial Officer and a Director of the Company. He holds the position of chief financial officer for WPD Pharmaceuticals, Inc., chief financial officer and secretary for GrowMax Resources Corp., and chief financial officer and secretary for Nortec Minerals Corp. Mr. Malana is also on

the board of Micron Waste Technologies, Inc. Mr. Malana previously occupied the position of chief financial officer and secretary of Karam Minerals, Inc., chief financial officer for Patriot One Technologies, Inc., controller for China Gold International Resources Corp. Ltd., chief financial officer and secretary of Orca Touchscreen Technologies Ltd., chief financial officer of Sunward Resources Ltd. and chief financial officer and secretary of Apivio Systems, Inc.

Mr. Malana has over 15 years of experience in the administration, accounting and corporate reporting for public companies having served as Chief Financial Officer and Corporate Secretary with several publicly listed companies. Mr. Malana is a Chartered Professional Accountant and holds a Bachelor of Commerce degree in Accounting from Concordia University.

Christopher Moreau – Director

Mr. Moreau is a Director of the Company. He has over 30 years of experience in progressively senior executive leadership positions including nine years, as President, Chief Executive Officer and Board member of a TSXV listed life sciences company. He is currently Chief Executive Officer and Director of a CSE listed drug development company. Mr. Moreau has a deep, abiding interest in research and the advancement of technology. He is also highly skilled and experienced in working with and accessing capital markets.

Mr. Moreau is skilled in venture capital, business start-ups, strategic planning, business strategy, mergers and acquisitions, entrepreneurship, business development and management. Mr. Moreau attended the University of Manitoba from 1982 to 1984.

Erin Campbell – Director

Erin Campbell is a consultant to mining and technology issuers. Ms. Campbell has extensive experience and has held various executive management positions with several publicly traded resource companies. Ms. Campbell was previously the Chief Operating Officer and a director of Khot Infrastructure Holdings Ltd., a CSE listed infrastructure company, the CEO, President and a director of Global Cobalt Corporation, then a Canadian resource company trading on the TSX Venture Exchange, a director of Sceptre Ventures Inc., a TSX-V/NEX listed capital pool company, and a director of NioCorp Development Inc., a TSX listed mining company. In addition, Ms. Campbell is the former Manager of Communications and Strategic Planning for three TSX listed exploration companies.

Cease Trade Orders or Bankruptcies

Within the last 10 years before the date of this Information Circular, other than as set out below, no proposed nominee for election as a director of the Company was a director or executive officer of any company (including the Company in respect of which this Information Circular is prepared) or acted in that capacity for a company that:

- (a) was subject to a cease trade or similar order or an order denying the relevant company access to any exemptions under securities legislation for more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed

to hold its assets; or has become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;

- (d) is at the date of this Information Circular, subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) is subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Khot Infrastructure Holdings, Ltd.

On May 5, 2017, the Ontario Securities Commission (the “**OSC**”) issued an order that trading and acquiring, whether direct or indirect, cease in respect of each security of Khot Infrastructure Holdings, Ltd. (subject to certain conditions related to a beneficial security holder of the issuer who is not, and was not at the date of the order, an insider or control person of the issuer) for failure to file audited annual financial statements for the year ended December 31, 2016, management’s discussion and analysis relating to the audited annual financial statements for the year ended December 31, 2016, and certification of the foregoing filings as required by legislation. Subject to certain conditions and undertakings by Khot Infrastructure, the cease trade order was revoked by the OSC on February 1, 2018.

Erin Campbell, a member of the Board standing for election as a director of the Company at the Meeting, was a director of Khot Infrastructure from April 2015 to April 2018.

Sceptre Ventures Inc.

On October 30, 2015, the British Columbia Securities Commission (the “**BCSC**”) issued an order (the “**Sceptre Management CTO**”) that all trading in the securities of Sceptre Ventures Inc. (“**Sceptre**”) by the then chief financial officer of Sceptre and Erin Campbell, then a director and the president and chief executive officer of Sceptre, cease until Sceptre filed audited annual financial statements and the Management’s Discussion and Analysis for its fiscal year ended June 30, 2015, as required by applicable securities legislation.

On January 4, 2016, the BCSC (and by reciprocity, the Alberta Securities Commission (the “**ASC**”)) issued an order that all trading in the securities of Sceptre cease for failure by Sceptre to file audited annual financial statements and Management’s Discussion and Analysis for its fiscal year ended June 30, 2015, and an interim financial report and Management’s Discussion and Analysis for the financial period ended September 30, 2015, as required by applicable securities legislation. On January 7, 2016, a similar cease trade order was issued by the Ontario Securities Commission (the “**OSC**”). Sceptre filed the required reports and applied to the Commissions for revocation of the cease trade orders and, on August 12, 2016, the cease trade orders, including the Sceptre Management CTO, were revoked by the BCSC, the ASC and the OSC, respectively.

Erin Campbell, a director and a nominee for election at the Meeting, served as a director and as president and chief executive officer of Sceptre from its incorporation on February 1, 2008, until her resignation in June 2016.

Personal Bankruptcies

No proposed nominee for election as a director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers and promoters of the Company also holding positions as directors or officers of other companies. Some of the individuals who will be directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets, businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers of the Company will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies provided under British Columbia corporate law. Directors who are in a position of conflict under the BCBCA will abstain from voting on any matters relating to the conflicting company.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended June 30, 2020, the report of the Company's auditor thereon, and the Management's Discussion and Analysis related thereto, will be placed before the Meeting. Additional information may be obtained upon request from the Company, at Suite 915, 700 West Pender Street, Vancouver, British Columbia, V6C 1G8, telephone no. (604) 561-2687 or by email to michael@firstrespondertech.com. These documents are available via the internet at www.firstrespondertech.com or under the Company's profile at www.sedar.com.

APPOINTMENT OF AUDITOR

At the Meeting on behalf of the Board, management will nominate Smythe LLP, Chartered Professional Accountants, for appointment as auditor of the Company for the ensuing year. Smythe LLP was appointed as auditor of the Company at the Company's last annual general meeting held on November 14, 2019.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the appointment of Smythe LLP, Chartered Professional Accountants, as auditor of the Company until the close of the Company's next annual general meeting.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 - *Audit Committees* ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its management proxy circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor all as set forth herein below.

The Audit Committee's Charter

On August 14, 2019 the Company's Audit Committee (the "**Audit Committee**") adopted an audit committee charter. A copy of the Audit Committee Charter is attached as Schedule C to the Company's Final Long Form Prospectus dated November 14, 2019. The Prospectus is filed under the Company's profile at www.sedar.com. The Audit Committee Charter is incorporated by reference into this Circular.

Composition of the Audit Committee

The Audit Committee shall consist of a minimum of three directors of the Company, including the Chair of the Audit Committee. All Audit Committee members shall, to the satisfaction of the Board, be “financially literate” as such term is defined in NI 52-110.

The current members of the Company’s Audit Committee are Erin Campbell (Chair), Michael Malana, Christopher J. Moreau and Michael Charles Kelly.

Ms. Campbell and Mr. Kelly are independent within the meaning of NI 52-110. Messrs. Malana and Moreau are not independent within the meaning of NI 52-110, as they are officers (or former officers) of the Company. Mr. Malana is the current CFO and Mr. Moreau is the former President of the Company. In accordance with section 6.1.1(3) NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company.

All Audit Committee members are considered to be “financially literate” within the meaning of NI 52-110. An Audit Committee member is financially literate if the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

Relevant Education and Experience

See the disclosure under the headings “*Occupation, Business or Employment of Nominees*” and “*Biographies of Director Nominees*” above pertaining to relevant education and experience of the Company’s Audit Committee members.

Each member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

- (a) an understanding of the accounting principles used by the issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than its current auditor, Smythe LLP.

Reliance on Certain Exemptions

The Company’s auditor, Smythe LLP, has not provided any material non-audit services to the Company, therefore the Company has not relied on any exemption in Section 2.4 of NI 52-110.

Pre-Approval Policies and Procedures

See the Company’s Audit Committee Charter for policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee reviewed the nature and amount of the non-audit services provided by Smythe LLP to the Company to ensure auditor independence. Fees incurred with Smythe LLP for audit and non-audit services in the last two fiscal years for audit fees are outlined in the following table.

Nature of Services	Fees Paid to Auditor in Year Ended June 30, 2020	Fees Paid to Auditor in Year Ended June 30, 2019
Audit Fees ⁽¹⁾	\$29,500	\$7,500
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total	\$29,500	\$7,500

Notes:

- (1) “**Audit Fees**” include fees necessary to perform the annual audit of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “**Audit-Related Fees**” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “**Tax Fees**” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.
- (4) “**All Other Fees**” include all other non-audit services. The fees related to consultation on the *United States Investment Company Act of 1940*.

Exemption

The Company is a “venture issuer”, and relies upon the exemption pursuant to section 6.1 of NI 52-110 relating to Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

Corporate governance refers to the policies and structure of the board of directors of a company whose members are elected by and are accountable to the shareholders of the company. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment or which is deemed to be a material relationship under NI 52-110.

The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

The independent (within the meaning of NI 52-110) directors of the Company are Michael C. Kelly and Erin Campbell. The non-independent directors are Stockwell Day (Executive Chairman), Robert Delamar (CEO), Michael Malana (CFO) and Christopher J. Moreau (former President).

Directorships

The directors of the Company who are also on the board of directors of other listed reporting issuer companies are listed below:

Name of Director	Name of Reporting Issuer	Exchange
Michael Malana	Nortec Minerals Corp. Micron Waste Technologies Inc.	TSXV CSE
Stockwell Day	Strategem Capital Corporation Baylin Technologies Inc.	TSXV TSX
Christopher Moreau	Algernon Pharmaceuticals Inc.	CSE
Erin Campbell	Global Energy Metals Corporation	TSXV

Orientation and Continuing Education

When new directors are appointed they receive orientation commensurate with their previous experience on the Company's properties and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual directors' participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board is responsible for determining compensation for the officers, employees and non-executive directors of the Company. The Board annually reviews all forms of compensation paid to officers, employees and non-executive directors both with regards to the expertise and experience of each individual and in relation to industry peers.

Other Board Committees

The only committee of the Board, other than the Audit Committee, is the Corporate Governance Committee.

The current Corporate Governance Committee members are: Robert Delamar, Michael Malana and Stockwell Day.

The Board adopted the Corporate Governance Committee Charter on August 14, 2019. In discharging its oversight responsibilities for the performance review of the Board, committees, and directors, the Corporate Governance Committee shall: 1) evaluate the performance of the Board on an annual basis; 2) solicit comments from all directors and report annually to the Board on its assessment of the Board's performance; and 3) evaluate the performance of individual directors and committees of the Board on a periodic basis.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Board committees.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following compensation information is provided as required under Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (the “**Form**”).

The following definitions are for the purposes of this Statement of Executive Compensation:

“**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries; and

“**NEO**” or “**named executive officer**” means each of the following individuals:

- (a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- (b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- (c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year;

- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, requirements and was not acting in a similar capacity, at the end of that financial year.

Based on the definition above, during the Company's two most recently completed financial years ended June 30, 2020 and June 30, 2019, the NEOs of the Company were Robert Delamar (CEO and Director), Michael Malana (CFO and Director), Naresh Singhal (CTO and Director), Kulwant Malhi (former CEO, Chairman and Director), Alfred Wong (former CFO and Director), Christopher Moreau (Director and former President) and Mark Williams (former CTO and Director). Michael Sadhra and Justin Sangha were also independent directors of the Company during the same financial years.

Director and NEO compensation

The following table sets forth all compensation, with the exception of compensation securities, for services paid to or earned by each of the Company's NEOs and directors during the Company's most recently completed financial years ended June 30, 2020 and June 30, 2019.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee, director or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Robert Delamar ⁽¹⁾ CEO and Director	2020	182,500	Nil	Nil	Nil	Nil	182,500
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Michael Malana ⁽²⁾ CFO and Director	2020	92,500	Nil	Nil	Nil	Nil	92,500
	2019	48,000	Nil	Nil	Nil	Nil	48,000
Michael C. Kelly ⁽³⁾ Director	2020	Nil	Nil	6,000	Nil	Nil	6,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Christopher Moreau ⁽⁴⁾⁽¹⁰⁾ Director and Former President	2020	Nil	Nil	9,000	Nil	Nil	9,000
	2019	48,000	Nil	Nil	Nil	Nil	48,000
Kulwant Malhi ⁽⁵⁾⁽¹¹⁾ Former CEO and Director	2020	180,000	Nil	Nil	Nil	1,033,750	1,213,750
	2019	60,000	Nil	Nil	Nil	Nil	60,000
Alfred Wong ⁽⁶⁾⁽¹²⁾ Former CFO and Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	21,000	Nil	Nil	Nil	Nil	21,000
Mark Williams ⁽⁷⁾ Former CTO and Director	2020	8,000	Nil	4,000	Nil	Nil	12,000
	2019	39,996	Nil	Nil	Nil	Nil	39,996
Michael Sadhra ⁽⁸⁾ Former Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Justin Sangha ⁽⁹⁾ Former Director	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Naresh Singhal ⁽¹³⁾ CTO	2020	247,616	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Delamar was appointed CEO and Director of the Company on July 24, 2019, when Mr. Kulwant Malhi resigned as CEO.
- (2) Mr. Malana was appointed CFO on February 8, 2019 when Mr. Alfred Wong resigned as CFO.
- (3) Mr. Kelly was appointed director of the Company on March 13, 2018, and is an independent director of the Company.

- (4) Mr. Moreau served as President from February 8, 2019 to July 24, 2019. He was director from March 18, 2018 to May 2, 2018, and was re-appointed as a director on February 8, 2019.
- (5) Mr. Malhi was appointed as CEO on February 8, 2019 and resigned as CEO July 24, 2019. He was appointed Chairman of the Board on July 24, 2019 and resigned from the Board on July 10, 2020. Mr. Malhi is a controlling shareholder of Bullrun Capital Inc. (“**Bullrun Capital**”). On February 20, 2019 the Company issued 10,000,000 Common Shares with a fair value of \$500,000 to Bullrun as consideration pursuant to the terms of a license agreement between the Company and the National Institutes of Health (“**NIH**”). In addition, on June 28, 2019 the Company issued 10,675,000 Common Shares with a fair value of \$533,750,000 to Bullrun as consideration pursuant to the terms of the Rutgers License Assignment Agreement (as defined below). See “*Interest of Informed Persons in Material Transactions*” below for further information.
- (6) Mr. Wong was appointed as CFO and Director on January 7, 2017 and resigned on February 8, 2019, when he was replaced by Mr. Malana.
- (7) Mark Williams was appointed as Chief Technology Officer from February 8, 2019 to July 24, 2019, after which he was appointed as Chief Science Officer. He resigned as Chief Science Officer on April 1, 2020. Mr. Williams was appointed to the Board on February 8, 2019 and resigned from the Board on September 16, 2020.
- (8) Michael Sadhra was appointed to the Board on May 3, 2018 and resigned as director effective February 8, 2019.
- (9) Justin Sangha was appointed as a director on March 13, 2018, and resigned on February 8, 2019.
- (10) Consulting and director fees paid or accrued to 7360232 Manitoba Ltd., a private company controlled by Mr. Moreau.
- (11) Consulting fees paid or accrued to Bullrun Capital Inc., a private company controlled by Mr. Malhi.
- (12) Consulting fees paid or accrued to Alfred & Company Advisors Inc., a private company controlled by Mr. Wong.
- (13) Naresh Singhal was appointed as CTO on July 24, 2019.

Stock Options and Other Compensation Securities

Option-Based Awards – Stock Option Plan

The Company has a “rolling” stock option plan, which stock option plan was adopted by the Board, on behalf of the Company, on July 11, 2019 (the “**Option Plan**”), pursuant to which the Board may from time to time in its discretion, grant to directors, officers, employees and consultants of the Company, non-transferable stock options (each, an “**Option**”) to purchase Common Shares. At the Meeting management will seek shareholder approval to an ordinary resolution to ratify and approve adoption of the Option Plan.

The Option Plan provides that the number of Common Shares available for purchase under Options granted pursuant to the Option Plan will not exceed 10% of the issued and outstanding Common Shares of the Company. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to this Plan.

The principal purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, employees and consultants of the Company and of its subsidiaries or affiliates, if any, by providing them with the opportunity, through options, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

Material Terms of the Option Plan

The following is a summary of the material terms of the Option Plan:

- (a) persons who are consultants to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of Options under the Option Plan;
- (b) Options granted under the Option Plan are non-assignable, and non-transferable;
- (c) an Option granted to any consultants will expire within 30 days after the date the Option Holder (as defined in the Option Plan) ceases to be employed by or provide services to the Company unless

- the Option Holder ceases to hold such position as a result of (i) termination for cause; (ii) resigning his or her position; or (iii) an order made by any regulatory authority having jurisdiction to so order, in which case the expiry date of the date the Option Holder ceases to hold such position;
- (d) if an Option Holder dies, any Options held by such Option Holder shall pass to the personal representative of the Option Holder and shall be exercisable by the personal representative on or before the date which is the earlier of one year following the date of death and the applicable Expiry Date;
 - (e) the exercise price of each Option will be set by the Board on the effective date of the Option and will not be less than the Market Value (as defined in the Option Plan);
 - (f) the vesting schedule for an option, if any, shall be determined by the Board and shall be set out in the Option Certificate (as defined in the Option Plan) issued in respect of the option; and
 - (g) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Option Plan with respect to all Option Plan Common Shares in respect of options which have not yet been granted under the Option Plan.

A copy of the Option Plan can be found under the Company's profile at www.sedar.com.

Share-based Awards - Restricted Share Unit Plan

The Company has a Restricted Share Unit Plan dated April 8, 2020 (the "**RSU Plan**"), which provides that the maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 20% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other share compensation arrangements (including the Option Plan), subject to adjustments as provided in the RSU Plan. The RSU Plan is a "rolling plan" and therefore when RSUs are cancelled (whether or not upon payment with respect to vested RSUs) or terminated, Common Shares shall automatically be available for issuance pursuant to the RSU Plan. At the Meeting, management of the Company will seek shareholder approval, by disinterested shareholder vote, to an ordinary resolution, to ratify and approve adoption of the RSU Plan.

Nature and Administration of the RSU Plan

All Directors, Officers, Consultants and Employees (as defined in the RSU Plan) of the Company and its related entities ("**Eligible Persons**") are eligible to participate in the RSU Plan (as "**Participants**"), and the Company reserves the right to restrict eligibility or otherwise limit the number of persons eligible for participation as Participants in the RSU Plan. Eligibility to participate as a Participant in the RSU Plan does not confer upon any person a right to receive an award of RSUs.

Subject to certain restrictions, the Board or its appointed committee (the "**Board**"), can, from time to time, award RSUs to Eligible Persons. RSUs will be credited to an account (an "**Account**") maintained for each Participant on the books of the Company as of the award date. The number of RSUs to be credited to each Participant's account shall be determined at the discretion of the Board and pursuant to the terms of the RSU Plan.

RSUs and all other rights, benefits or interests in the RSU Plan are not transferable or assignable otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of the Participant only by the Participant and after death only by the Participant's legal representative.

Credit for Dividends

A Participant's Account will be credited with additional RSUs (the "**Dividend RSUs**") as of each dividend payment date in respect of which cash dividends are paid on Common Shares. The number of Dividend RSUs credited to a Participant's Account in connection with the payment of dividends on Common Shares will be based on the actual amount of cash dividends that would have been paid to such Participant had he or she been holding such number of Common Shares equal to the number of RSUs credited to the Participant's Account on the date on which cash dividends are paid on the Common Shares and the market price of the Common Shares on the payment date. The Company is not obligated to pay dividends on Common Shares.

Resignation, Termination, Leave of Absence or Death

Generally, if a Participant's employment or service is terminated, or if the Participant resigns from employment with the Company, then all RSUs held by the Participant (whether vested or unvested) shall terminate automatically upon the termination of the Participant's service or employment.

In the event a Participant is terminated by reason of: (i) termination by the Company other than for cause or (ii) the Participant's death, the Participant's unvested RSUs shall vest automatically as of such date; and (iii) voluntary resignation, only the Participant's unvested RSUs shall terminate automatically as of such date of voluntary resignation.

Change of Control

In the event of a Change of Control, the Board may, in its discretion, without the necessity or requirement for the agreement or consent of any Participant: (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any RSU; (ii) permit the conditional settlement of any RSU, on such terms as it sees fit; (iii) otherwise amend or modify the terms of the RSU, including for greater certainty permitting Participants to settle any RSU, to assist the Participants to tender the underlying Common Shares to, or participate in, the actual or potential Change of Control Event (as defined in the RSU Plan) or to obtain the advantage of holding the underlying Common Shares during such Change of Control Event; and (iv) terminate, following the successful completion of such Change of Control Event, on such terms as it sees fit, the RSUs not settled prior to the successful completion of such Change of Control Event, including, without limitation, for no payment or other compensation. The determination of the Board in respect of any such Change of Control Event shall for the purposes of this RSU Plan be final, conclusive and binding.

Adjustments

In the event there is a change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, amalgamation, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject to the prior approval of the CSE where necessary, appropriate substitution or adjustment in (i) the number or kind of Common Shares or other securities reserved for issuance pursuant to the RSU Plan, and (ii) the number and kind of Common Shares or other securities subject to unsettled and outstanding RSUs granted pursuant to the RSU Plan.

Vesting

Each award of RSUs vests on the date(s) (the "**Vesting Date**") specified by the Board on the award date, and reflected in the applicable RSU agreement certificate.

Limitations under the RSU Plan

The maximum number of Common Shares made available for issuance pursuant to the RSU Plan shall be determined from time to time by the Board, but in any case, shall not exceed 20% of the Common Shares issued and outstanding from time to time, less any Common Shares reserved for issuance under all other share compensation arrangements, subject to adjustments as provided in the RSU Plan.

A copy of the RSU Plan can be found on the Company's SEDAR profile at www.sedar.com.

See *Particulars of Matters to be Acted upon* below, for details of the resolutions to ratify and approve the Option Plan and the RSU Plan.

Outstanding Compensation Securities

The following table sets forth all compensation securities granted or issued to each director and named executive officer by the Company in the most recently completed financial years ended June 30, 2020 and June 30, 2019, for services provided or to be provided, directly or indirectly, to the Company, or a subsidiary of the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class (# / %)	Date of Grant or Issue (mm/dd/yy)	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date (mm/dd/yy)
Stockwell Day Chairman and Director	Options	500,000 ⁽¹⁾ 8.41% ⁽⁵⁾	01/15/2020	0.15	N/A ⁽⁴⁾	0.16	01/15/2023
Robert Delamar CEO and Director	Options	1,500,000 ⁽²⁾⁽⁷⁾ (25.24%) ⁽⁵⁾	07/25/2019	0.05	N/A ⁽⁴⁾	0.16	07/25/2024
Michael Malana CFO and Director	Options	75,000 ⁽³⁾ (1.26%) ⁽⁵⁾	01/20/2020	0.40	0.355	0.16	01/20/2023
	RSUs	525,000 (9.83%) ⁽⁶⁾	05/15/2020	N/A	0.175	0.16	12/31/2023
Michael Kelly Director	Options	100,000 ⁽²⁾ (1.68%) ⁽⁵⁾	01/15/2020	0.40	N/A ⁽⁴⁾	0.16	01/15/2023
Christopher Moreau Director	Options	100,000 ⁽²⁾ (1.68%) ⁽⁵⁾	01/15/2020	0.40	N/A ⁽⁴⁾	0.16	01/15/2023
Naresh Singhal Chief Technology Officer	Options	1,500,000 ⁽²⁾ (25.24%) ⁽⁵⁾	07/25/2019	0.05	N/A ⁽⁴⁾	0.16	07/25/2024
	RSUs	3,000,000 (56.18%) ⁽⁶⁾	04/08/2020	N/A	0.125	0.16	12/31/2023
Mark Williams Former CTO and Former Director	Options	100,000 ⁽²⁾ (1.68%) ⁽⁵⁾	01/15/2020	0.40	N/A ⁽⁴⁾	0.16	01/15/2023

Notes:

- (1) Mr. Day was appointed to the Board and as Chairman of the Company on July 10, 2020. His Options vested immediately upon grant.
- (2) Options granted to Robert Delamar and Naresh Singhal vest 1/3 on July 25, 2019, 1/3 on July 25, 2020 and 1/3 on July 25, 2021. Options granted to Michael Kelly, Christopher Moreau and Mark Williams vest 1/3 on January 15, 2020, 1/3 on January 15, 2021 and 1/3 on July 15, 2021.
- (3) These Options vested immediately upon date of grant.
- (4) The Common Shares commenced trading on the CSE on January 16, 2020.
- (5) Based on 5,942,234 Options outstanding as at the date hereof.
- (6) Based on 5,340,000 RSUs outstanding as at the date hereof.
- (7) In addition, 30,000 Options were granted on January 15, 2020 to Early, Sullivan, Wright, Gizer & McRea LLP, Barristers & Solicitors, which is an affiliate, as defined in the *Securities Act* (British Columbia), of Mr. Delamar. Such Options vested immediately upon date of grant.

Exercise of Compensation Securities by NEOs and Directors

No compensation securities were exercised by any NEO or Director of the Company during the recently completed financial years ended June 30, 2019 and June 30, 2020.

Employment, consulting and management agreements

Other than the consulting agreements and/or director service agreements with Robert Delamar, Michael Malana, Mark Williams, Naresh Singhal, Bullrun Capital Inc., Michael Charles Kelly and Christopher Moreau, the material terms of which are set forth below, the Company did not have any compensation agreements or arrangements that the Company or any of its subsidiaries entered into with respect to services provided during the financial year ended June 30, 2020 by an NEO, a director or any other party in the event such services provided are typically provided by a director or an NEO.

Robert Delamar, CEO and Director

The Company entered into a consulting agreement with Robert Delamar, effective July 1, 2019 (the “**Delamar Agreement**”). Under the terms of the Delamar Agreement, Mr. Delamar agreed to provide senior consulting services and act as Chief Executive Officer of the Company at a base rate of \$15,000 per month plus GST. The Company agreed to pay Mr. Delamar a bonus of \$50,000 if the Company achieves a market capitalization of \$50,000,000 and a bonus of \$100,000 if the Company achieves a market capitalization of \$100,000,000. The Company may terminate the Delamar Agreement by providing Mr. Delamar with 30 days written notice to that effect.

Michael Malana, CFO and Director

The Company entered into a consulting agreement with Michael Malana, effective April 1, 2018, and amended July 1, 2019 and April 20, 2020 (the “**Malana Agreement**”). Under the terms of the Malana Agreement, Mr. Malana agreed to provide senior consulting services and act as Chief Financial Officer of the Company at a base rate of \$12,000 per month plus GST for an initial period of three months after which the services of Mr. Malana may be terminated by the Company with 30 days written notice to that effect.

Mark Williams, Former CSO and Director

The Company entered into a consulting agreement with Mark Williams, effective July 1, 2018 and amended July 1, 2019 (the “**Williams Agreement**”). Under the terms of the Williams Agreement, Mr. Williams agreed to provide senior consulting services and act as Chief Science Officer of the Company at a base rate of \$1,000 per month plus GST for an initial period of three months after which the services of Mr. Williams may be terminated by the Company with 30 days written notice to that effect. The Williams Agreement was terminated on April 1, 2020.

The Company entered into a director service agreement with Mark Williams dated effective April 1, 2020. Under the terms of the agreement, Mr. Williams agreed to provide services as a director of the Company for a monthly fee of \$1,000 plus GST. The Company may terminate the agreement by providing Mr. Williams with 30 days written notice to that effect.

Naresh Singhal, CTO

The Company entered into a consulting agreement with Naresh Singhal, effective July 12, 2019 (the “**Singhal Agreement**”). Under the terms of the Singhal Agreement, Mr. Singhal agreed to provide senior consulting services and act as Chief Technology Officer of the Company at a base rate of \$20,834 per month plus GST. The Company agreed to pay Mr. Singhal a bonus of \$50,000 if the Company achieves a market capitalization of \$50,000,000 and a bonus of \$100,000 if the Company achieves a market capitalization of \$100,000,000. The Company may terminate the Singhal Agreement by providing Mr. Singhal with 30 days written notice to that effect.

Kulwant Malhi, Former CEO, Chairman and Director

The Company entered into a consulting agreement with Bullrun Capital Inc., a private company controlled by Mr. Malhi, effective April 1, 2018 and amended July 1, 2019 (the “**Bullrun Agreement**”). Under the terms of the Bullrun Agreement, Bullrun Capital agreed to provide senior consulting services, including strategic advisory, corporate, financing, market-development and capital markets services to the Company at a base rate of \$15,000 per month plus GST. The Company agreed to pay Bullrun Capital a bonus of \$50,000 if the Company achieves a market capitalization of \$50,000,000 and a bonus of \$100,000 if the Company achieves a market capitalization of \$100,000,000. The Company may terminate the Bullrun Agreement by providing Bullrun Capital with 30 days written notice to that effect.

Christopher Moreau, Director and Former President

The Company entered into a consulting agreement with Christopher Moreau, effective July 1, 2018 (the “**Moreau Agreement**”). Under the terms of the Moreau Agreement, Mr. Moreau agreed to provide senior consulting services and act as President of the Company at a base rate of \$4,000 per month plus GST for an initial period of three months after which the services of Mr. Moreau may be terminated by the Company with 30 days written notice to that effect. The Moreau Agreement was terminated on July 23, 2019.

The Company entered into a director service agreement with Christopher Moreau dated effective January 1, 2020. Under the terms of the agreement, Mr. Moreau agreed to provide services as a director of the Company for a monthly fee of \$1,500 plus GST. The Company may terminate the agreement by providing Mr. Moreau with 30 days written notice to that effect.

Michael Charles Kelly, Director

The Company entered into a director service agreement with Michael Charles Kelly dated effective January 1, 2020. Under the terms of the agreement, Mr. Kelly agreed to provide services as a director of the Company for a monthly fee of \$1,000 plus GST. The Company may terminate the agreement by providing Mr. Kelly with 30 days written notice to that effect.

Oversight and description of director and NEO compensation

The Company’s compensation policies and programs are designed to recognize and reward executive performance consistent with the success of the Company’s business. These policies and programs are intended to attract and retain capable and experienced people. The Board’s role and philosophy is to ensure that the Company’s compensation goals and objectives, as applied to the actual compensation paid to the Company’s CEO and other executive officers, are aligned with the Company’s overall business objectives and with shareholder interests.

The Board considers a variety of factors when determining both compensation policies and programs and individual compensation levels. These factors include the long-range interests of the Company and its shareholders, overall financial and operating performance of the Company and the Board's assessment of each executive's individual performance and contribution toward meeting corporate objectives.

The Board assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. The Board, as a whole, considers and recommends the type and amount of compensation for the executive officers. The Board also reviews the compensation of the Company's senior executives and reviews the strategic objectives of the Company's Option Plan and RSU Plan, recommends stock based compensation, and considers any other matters, which in its judgment should be taken into account in reaching conclusions concerning the compensation levels of the Company's executive officers.

Philosophy and Objectives

The compensation program for the Company's senior management is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

Elements of the Compensation Program

In compensating its senior management, the Company employs a combination of base salary, performance bonuses and equity participation through its Option Plan and RSU Plan.

Base Salary

In the Board's view, paying base salaries competitive in the markets in which the Company operates, is a first step to attracting and retaining talented, qualified and effective executives.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's Option Plan and RSU Plan. Share options are granted and RSUs are awarded to executives and employees taking into account a number of factors, including the amount and term of equity incentive options or RSUs previously granted, base salary and competitive factors. The amounts and terms of options granted and RSUs awarded are determined by the Board based on recommendations of members of the plenary Board and the Corporate Governance Committee. See "*Securities Authorized for Issuance under Equity Compensation Plans*" below.

Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management to continue to address the objectives identified above.

Director Compensation

Except for the cash compensation described above under "*Employment, management and consulting agreements*", the directors received no cash compensation for acting in their capacity as directors of the Company during the Company's recently completed financial years ended June 30, 2020 and June 30, 2019.

Except for the grant to directors of Options and RSUs and the arrangements described above under "*Employment, management and consulting agreements*", there are no arrangements pursuant to which

directors were compensated by the Company during the Company's recently completed financial years ended June 30, 2020 and June 30, 2019 for their services in their capacity as director.

Actions, Decisions and Policies Made following June 30, 2020 Financial Year End

On July 10, 2020 the Company appointed Stockwell Day as Director and Chairman of the Company. Mr. Day had previously received a grant, on January 15, 2020, of 500,000 Options.

On August 17, 2020 the Company granted 650,000 RSUs to Stockwell Day and 170,000 RSUs to Christopher Moreau.

On September 30, 2020 the Company appointed Erin Campbell as Director of the Company and granted Ms. Campbell 200,000 RSUs.

Pension Plan

The Company does not have a pension plan for any of its Directors or NEOs.

SECURITIES FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As described above, the Company has two equity compensation plans (1) the Share Option Plan adopted by the Board on June 11, 2019; and (2) the Restricted Share Unit Plan adopted by the Board on April 8, 2020 (together, the "**Plans**"). At the Meeting shareholders will be asked to approve resolutions to ratify and approve adoption of the Plans. Both of the Plans have a rolling maximum available for reserve: the maximum under the Option Plan is 10% of the issued and outstanding Common shares from time to time; and the maximum reserve under the RSU Plan is 20% under all share-based compensation arrangements, which would include the Option Plan. The following table sets out equity compensation plan information as at June 30, 2020.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	--	--	--
Equity compensation plans not approved by securityholders - (Stock Option Plan)	5,942,234 Common Shares	\$0.185	245,937 Options ⁽¹⁾
Equity compensation plans not approved by securityholders - (RSU Plan)	5,340,000 Common Shares	N/A	848,172 RSUs ⁽¹⁾
Total	11,282,234 Common Shares		1,094,109 Options/RSUs

Note:

- (1) Pursuant to the Company's Stock Option Plan, the Company may grant Options that in aggregate do not exceed a maximum of 10% of the issued and outstanding Common Shares of the Company. Pursuant to the Company's Restricted Share Unit Plan, the Company may grant RSUs that in aggregate do not exceed a maximum of 20% of the issued and outstanding Common Shares of the Company, less any Common Shares reserved for issuance under all other share compensation arrangements (including the Option Plan). As at June 30, 2020 there were 61,881,781 Common Shares of the Company issued and outstanding, 10% of which is 6,188,178 and 20% of which is 12,376,356 Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates or other management of the Company were indebted to the Company as of the end most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

An informed person is one who generally speaking is a director or executive officer or a 10% shareholder of the Company. To the knowledge of management of the Company, except as set forth below, no informed person or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended June 30, 2020, or has any interest in any material transaction in the current year or as otherwise set out herein.

- (a) On February 14, 2019, Bullrun Capital entered into a licensing agreement with The National Cancer Institute and the NIH for the new pepper spray formulation technology (the “**NIH License Agreement**”). On February 18, 2019, the Company entered into a license assignment agreement with Bullrun Capital (the “**NIH License Assignment Agreement**”), pursuant to which Bullrun Capital assigned to the Company all rights, titles and interests contemplated in the NIH License Agreement. As an assignment fee for the NIH License Assignment Agreement, the Company issued 10,000,000 Common Shares at a deemed value of \$0.05 per Common Share to Bullrun Capital, of which 6,000,000 Common Shares were issued to arms-length parties other than Bullrun Capital. Kulwant Malhi, a former director and officer of the Company, is the sole shareholder of Bullrun Capital.
- (b) On June 12, 2019, Bullrun Capital entered into an exclusive license agreement with Rutgers, on behalf of itself and The Research Foundation for The State University of New York, acting for and on behalf of Binghamton University and the Trustees of Indiana University for the intellectual property rights for the commercial development of new WiFi-based weapons detection technology (the “**Rutgers License Agreement**”). On June 25, 2019, the Company entered into a license assignment agreement with Bullrun Capital (the “**Rutgers License Assignment Agreement**”), pursuant to which Bullrun Capital assigned to the Company all rights, titles and interests contemplated in the Rutgers License Agreement. As a result, the Company, through the Rutgers License Assignment Agreement, holds the intellectual property rights for the commercial development of new WiFi weapons detection technology. As an assignment fee for the Rutgers License Assignment Agreement, the Company issued 10,675,000 Common Shares at a deemed value of \$0.10 per Common Share to Bullrun Capital, of which 5,675,000 Common Shares were issued to arms-length parties other than Bullrun Capital. Kulwant Malhi, a former director and officer of the Company, is the sole shareholder of Bullrun Capital.
- (c) On June 30, 2019, debts owing to Bullrun Capital in the aggregate amount of \$78,750 were settled in consideration for an aggregate of 787,500 Common Shares with a deemed value of \$0.10 per Common Share (the “**Shares for Debt Settlement**”). Although the Shares for Debt Settlement contemplates a deemed value of \$0.10 per Common Share, it was determined that the fair value of each Common Share issued pursuant to the Shares for Debt Settlement was \$0.05 per Common Share under IFRS. As a result, the Company recorded a gain on the Shares for Debt Settlement of debt of \$39,375 in the statements of comprehensive loss. Kulwant Malhi, a former director and officer of the Company, is the sole shareholder of Bullrun Capital.

MANAGEMENT CONTRACTS

The business of the Company is managed by its directors and officers and the Company has no management agreement with persons who are not officers or directors of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Presentation of Financial Statements

The financial statements of the Company together with the auditor's report thereon for the fiscal year ended June 30, 2020, and the related Management's Discussion and Analysis will be tabled at the Meeting.

Set the Number of Directors

At the Meeting, shareholders will be asked to set the number of directors of the Company for the ensuing year at six (6) persons.

The Board unanimously recommends that Shareholders vote FOR the ordinary resolution to set the number of directors of the Company for the ensuing year at six (6) persons.

The persons named in the Proxy intend to cast the votes received in favour of management FOR the resolution to set the number of directors of the Company for the ensuing year at six (6) persons unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution.

Election of Directors

At the Meeting, shareholders will be asked to elect the proposed director nominees set forth in "*Election of Directors*" above.

The Board of Directors unanimously recommends that shareholders vote FOR the election of each of the director nominees listed in this Information Circular.

The Company is not aware that any of the director nominees will be unable or unwilling to serve; however, should the Company become aware of such an occurrence before the election of directors takes place at the Meeting, the persons named in the Proxy reserve the right to vote in favour of any other nominee that Management may recommend.

The persons named in the Proxy intend to cast the votes received in favour of management FOR the proposed director nominees set forth in *Election of Directors* above unless the shareholder has specified in the Proxy that his or her Common Shares are to be "Withheld" from voting for any of the director nominees.

Appointment of Auditor

At the Meeting, shareholders will be asked to vote on the following ordinary resolution:

"RESOLVED" Smythe LLP, Chartered Professional Accountants, be appointed as auditor of the Company until the close of the next annual general meeting; and that the directors of the Company be and they are hereby authorized to fix the remuneration of the auditor.

The Board unanimously recommends that shareholders vote FOR the appointment of Smythe LLP as auditor of the Company.

The persons named in the Proxy intend to cast the votes received in favour of management FOR the appointment of Smythe LLP as auditor unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted “Withheld” from voting on such resolution.

Stock Option Plan

At the Meeting management of the Company will seek shareholder approval to the ordinary resolution to ratify and approve adoption of the Option Plan.

The purpose of the Option Plan is to provide the Company with an equity incentive mechanism to enable the Company to attract, retain and motivate qualified directors, officers, employees and other service providers to reward them for their contribution toward the long term goals of the Company and to enable and encourage such individuals to acquire Common Shares of the Company as long term investments.

Shareholder Ratification and Approval of Option Plan

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass the ordinary resolution to ratify and approve the Option Plan, with or without variation, as follows:

“**RESOLVED** as an ordinary resolution, that:

- (a) the Company’s Stock Option Plan dated for reference July 11, 2019, be and is hereby ratified and approved; and
- (b) any one or more of the directors or officers of the Company be authorized to perform all such acts, deeds, and things and execute, under the corporate seal of the Company or otherwise, all such documents as may be required to give effect to this resolution.”

This ordinary resolution requires a simple majority of votes in favour cast at the Meeting, in person or represented by proxy.

The Board unanimously recommends shareholders vote FOR the above resolution to ratify and approve the Company’s Option Plan (the “**Option Plan Resolution**”).

The persons named in the Proxy intend to cast the votes received in favour of management FOR the Option Plan Resolution unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution.

A copy of the Option Plan will be available for review at the Meeting and a copy is also available for viewing under the Company’s profile at www.sedar.com.

Restricted Share Unit Plan

At the Meeting, management of the Company will seek shareholder approval, by disinterested shareholder vote, on the ordinary resolution to ratify and approve adoption of the Company’s Restricted Share Unit Plan (“**RSU Plan**”).

Shareholder Ratification and Approval of RSU Plan

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, to pass by disinterested shareholder vote, an ordinary resolution to ratify and approve the RSU Plan, with or without variation, as follows:

“**RESOLVED** as an ordinary resolution, that:

- (a) the Company’s Restricted Share Unit Plan, dated for reference April 8, 2020, be and is hereby ratified and approved; and
- (b) any one or more of the directors or officers of the Company be authorized to perform all such acts, deeds, and things and execute, under the corporate seal of the Company or otherwise, all such documents as may be required to give effect to this resolution.”

This ordinary resolution requires a majority of the votes of “disinterested shareholders” cast at the Meeting, in person or by proxy. In order to ensure that voting on this ordinary resolution is by disinterested shareholder votes only, those votes cast on this resolution by shareholders who are Insiders, Employees or Consultants of the Company, who could become Participants in the RSU Plan, will be removed from the vote tally.

The Board unanimously recommends disinterested shareholders vote FOR the ordinary resolution to ratify and approve the RSU Plan (the “**RSU Plan Resolution**”).

The persons named in the Proxy intend to cast the votes received in favour of management FOR the RSU Plan Resolution unless the shareholder has specified in the Proxy that his or her Common Shares are to be voted against such resolution. A total of 9,043,840 votes of Insiders, Employees, or Consultants of the Company will be removed from the vote tally on the RSU Plan Resolution.

A copy of the RSU Plan will be available for review at the Meeting and a copy is also available under the Company’s profile at www.sedar.com.

ADDITIONAL INFORMATION

Additional information relating to the Company is included in the audited financial statements and Management’s Discussion and Analysis of the Company for the Company’s financial year ended June 30, 2020, a copy of which is filed under the Company’s profile at www.sedar.com.

Additional information is also available upon request to the Company by telephone (604) 561-2687 or by emailed request to michael@firstrespondertech.com.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this Information Circular.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board.

Dated at Vancouver, British Columbia, on this 10th day of November, 2020.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert Delamar”

Robert Delamar
Chief Executive Officer